

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH  
BENEFITS FUND, PIRELLI ARMSTRONG  
RETIREE MEDICAL BENEFITS TRUST;  
TEAMSTERS HEALTH & WELFARE FUND  
OF PHILADELPHIA AND VICINITY; and  
PHILADELPHIA FEDERATION OF  
TEACHERS HEALTH AND WELFARE  
FUND,

Plaintiffs,

v.

FIRST DATABANK, INC., a Missouri  
corporation; and McKESSON  
CORPORATION, a Delaware corporation,

Defendants.

CIVIL ACTION: 1:05-CV-11148-PBS

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**AFFIDAVIT OF KATHERINE KINSELLA IN SUPPORT OF JOINT MOTION FOR  
PRELIMINARY APPROVAL OF PROPOSED FIRST DATABANK CLASS  
SETTLEMENT, CERTIFICATION OF SETTLEMENT CLASS AND APPROVAL OF  
NOTICE PLAN**

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I, Katherine Kinsella, being duly sworn, hereby declare as follows:

1. I am President of Kinsella/Novak Communications, Ltd. ("KNC"), an advertising and notification consulting firm in Washington, D.C. specializing in the design and implementation of class action and bankruptcy notification programs to reach unidentified putative class members primarily in consumer and mass tort litigation. My business address is 2120 L Street, NW, Suite 205, Washington, D.C. 20037. My telephone number is (202) 686-4111.

2. I submit this affidavit at the request of Plaintiff Counsel in connection with *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, M.D.L. 1456 (CA: 01-CV-12257-PBS) pending in the United State District Court, District of Massachusetts.
3. This affidavit is based upon my personal knowledge and upon information provided by Plaintiffs Counsel, my associates, and staff. The information is of a type reasonably relied upon in the fields of advertising, media and communications.
4. KNC has developed and directed some of the largest and most complex national notification programs in the country. The scope of the firm's work includes notification programs in antitrust, bankruptcy, consumer fraud, mass tort and product liability litigation. Specific cases have involved, among others, asbestos, breast implants, home siding and roofing products, infant formula, pharmaceuticals, polybutylene plumbing, tobacco and Holocaust claims. The firm has developed or consulted on over 250 notification programs, placing over \$145 million in media notice. Selected cases include:

**Antitrust**

*In re Nasdaq Market-Makers Antitrust Litigation*, No. M21-68, 94 CV 3996,  
MDL No. 1203 (S.D.N.Y.) (securities)

*State of Connecticut v. Mylan Laboratories, Inc.*, MDL No. 1290, Misc. No. 99-  
276 (D.D.C.) (pharmaceuticals)

*In re Toys "R" Us Antitrust Litigation* MDL No. 1211, Master File No. CV-97-  
5750 (E.D.N.Y.) (toys and other products)

*State of Florida v. Nine West Group, Inc.*, Civil Action No. 00 CV 1707  
(S.D.N.Y) (shoes)

*In re Cardizem Antitrust Litigation*, 200 F.R.D. 326 (E.D. Mich.) (Cardizem)

*In re Buspirone Antitrust Litigation*, MDL No. 1413 (S.D.N.Y.) (Buspar)

*State of Ohio vs. Bristol-Myers Squibb, Co.*, 1:02-CV-01080 (D.D.C.) (Taxol)

*Raz v. Archer Daniels Midland Co., Inc.*, No. 96-CV-009729 (Wis. Cir. Ct.  
Milwaukee County) (citric acid)

*In re Compact Disc Minimum Advertised Price Antitrust Litigation*, MDL No.

1361 (prerecorded music products)

*Kelley Supply, Inc. v. Eastman Chemical Co.*, No. 99CV001528 (Wis. Cir. Ct., Dane County) (Sorbates)

*Giral v. Hoffman-LaRoche Ltd.*, C.A. No. 98 CA 7467 (vitamins)

### **Consumer**

*Burch v. American Home Products Corp.*, No. 97-C-204 (1-11) (W.Va. Cir. Ct., Brooke County) (Fen Phen)

*Woosley v. State of California*, No. CA 000499 (Cal. Super. Ct. Los Angeles County) (automobiles)

*Fettke v. McDonald's Corp.*, Case No. 044109 (Cal. Super. Ct., Marin County) and *BanTransFat.com v. McDonald's Corp.*, Case No. 034828 (Cal. Super. Ct., Marin County) (trans fatty acids)

*Weiner v. Cal-Shake, Inc.*, J.C.C.P. No. 4208 (Cal. Super. Ct., Contra Costa County) (roofing product)

*Galanti v. The Goodyear Tire & Rubber Company*, Case No. 03-209 (D.N.J.) (radiant heating)

### **Discrimination**

*McNeil v. American General Life and Accident Insurance Co.*, No. 8-99-1157 (M.D. Tenn.) (insurance)

*Nealy v. Woodmen of the World Life Insurance Co.*, No. 3:93 CV-536 BN (S.D. Miss.) (insurance)

### **Mass Tort**

*In re Holocaust Victim Assets Litigation*, No. CV 96-4849 (Consolidated with CV-5161 and CV 97-461) (E.D.N.Y.) (Holocaust)

*Ahearn v. Fibreboard Corporation*, C.A. No. 6:93-CV-526 (E.D. Tex.), and  
*Continental Casualty Co. v. Rudd*, C.A. No. 6:94cv458 (E.D.Tex.)  
(asbestos injury)

*Georgine v. Amchem, Inc.*, C.A. No. 93-CV-0215 (E.D.Pa.) (asbestos injury)

*Engle v. RJ Reynolds Tobacco Co.*, No. 94-08273 CA 20 (Fla. Cir. Ct., Dade  
County) (tobacco injury)

*Backstrom v. The Methodist Hospital*, No. H-94-1877 (S.D. Tex.) (TMJ injury)

### **Pension Benefits**

*Forbush, Rhodes v. J. C. Penney Company, Inc. Pension*, Nos. 3:90-2719-X and  
3:92-0109-X (N.D. Tex.)

*Collins v. Pension Benefit Guarantee Corp.*, No. 88-3406 and *Page v. Pension  
Benefit Guarantee Corp.*, No. 89-2997 (D.D.C.)

### **Product Liability**

*Cox v. Shell Oil Co.*, No. 18,844 (Tenn. Ch. Ct., Obion Co.) (polybutylene pipe)

*Naef v. Masonite Corp.*, No. CV-94-4033 (Ala. Cir. Ct. Mobile County)  
(hardboard siding product)

*In re Louisiana Pacific Corp. Inner Seal OSB Trade Practices Litigation*, MDL  
No. 1114, C 95-3178 (N.D. Cal.) (oriented strand board)

*Cosby v. Masonite Corp.*, No. CV-97-3408 (Ala. Cir. Ct., Mobile County)  
(siding product) and *Quin v. Masonite Corp.*, No. CV-97-3313 (Ala. Cir.  
Ct. Mobile County) (roofing product)

*Ruff v. Parex, Inc.*, No. 96-CvS 0059 (N.C. Super. Ct., Hanover County) (EIFS)

*Garza v. Sporting Goods Properties, Inc.*, No. SA 93-CA-1082 (W.D. Tex.) (gun  
ammunition)

*Richison v. Weyerhaeuser Company Limited*, No. 05532 (Cal. Super. Ct., San Joaquin County) (roofing product)

*Shah v. Re-Con Building Products, Inc.*, No. C99-02919 (Cal. Super. Ct., Contra Costa County) (roofing product)

*Hart v. Central Sprinkler Corp.*, No. BC 17627 (Cal. Super. Ct., Los Angeles County) and *County of Santa Clara v. Central Sprinkler Corp.*, No. CV 17710119 (Cal. Super. Ct., Santa Clara County) (sprinklers)

### **Bankruptcies with Mass Tort Claimants**

*In re Johns-Manville Corp.*, 68 B.R. 618, 626 (Bankr. S.D.N.Y.) (asbestos)

*In re Dow Corning*, No. 95-20512 (Bankr. E.D. Mich.) (breast implant)

*In re U.S. Brass Corp.*, No.94-40823S (Bankr. E.D. Tex.) (polybutylene)

*In re The Celotex Corp.*, Consolidated Case Nos: 90-10016-8B1 and 90-10017-8B1 (Bankr. M.D. Fla.) (asbestos)

*In re Raytech Corp.*, No. 5-89-00293 (Bankr. D. Conn.) (asbestos)

5. I have testified as an expert at trial and in depositions in numerous cases including: *Engle v. R. J. Reynolds Tobacco*, No. 94-08273 (Fla. Cir. Ct., Dade County), *In re NASDAQ Market-Makers Antitrust Litigation*, M21-68 RWS), 94-CIV. 3994 (RWS), M.D.L. No. 123 (S.D.N.Y.), *In re Dow Corning*, No. 95-20512 (Bankr. E.D. Mich.), *Georgine v. Amchem, Inc. et al.*, C.A. No. 93-CV-0215 (E.D. Pa.), *In re W. R. Grace & Co.*, Chapter 11, No.01-01139 (JJF) (Bankr. D. Del.), *Gross v. Chrysler Corp.*, No. 061170 (Md. Cir. Ct., Montgomery County), *In re Swan Transportation Company*, Chapter 11, Case No. 01-11690, *Cox v. Shell Oil Co.*, No. 18,844 (Tenn. Ch. Ct., Obion County), *Ahearn v. Fibreboard Corporation*, C.A. No. 6:93cv526 (E.D. Tex.) and *Continental Casualty Co. v. Rudd*, C.A. No. 6:94cv458 (E.D. Tex.).
6. I am the author of *The Plain Language Tool Kit for Class Action Notice* published in the October 25, 2002 issue of Class Action Litigation Report and *Quantifying Notice Results in Class Actions – the Daubert/Kumho Mandate* published in the July 27, 2001 issue of Class Action Litigation Report and the August 7, 2001 issue of The United States Law Week, both publications of the Bureau of National Affairs, Inc. In addition, I am author of *The Ten Commandments of Class Action Notice* published in the September 24, 1997 issue of the Toxics Law Reporter and co-author of *How Viable Is the Internet for Class Action Notice*

published in the March 25, 2005 issue of Class Action Litigation Report, both also publications of the Bureau of National Affairs, Inc.

7. Several courts have commented favorably regarding my analysis of the effectiveness of notice plans and upon the plans of notice prepared by KNC. For example, in *Ahearn v. Fibreboard Corp.*, No. 6:93cv526 (E.D. Tex.) and *Continental Casualty Co. v. Rudd*, No. 6:94cv458 (E.D. Tex.), Chief Judge Robert M. Parker stated: "I have reviewed the plan of dissemination and I have compared them to my knowledge at least of similar cases, the notices that Judge Weinstein has worked with [in the *Agent Orange* litigation] and Judge Pointer [in the *Silicon Gel Breast Implant Litigation*], and it appears to be clearly superior." Similarly, in *In re Celotex Corp.*, Nos. 90-10061-8B1 and 90-10017-8B1 (Bankr. M.D. Fla.), the Hon. Thomas E. Baynes, Jr. stated: "[T]he record should also reflect the Court's appreciation to Ms. Kinsella for all the work she's done, not only in pure noticing, but ensuring that what noticing we did was done correctly and professionally."
8. In *Cox v. Shell Oil Co.*, Civil Action No. 18,844 (Tenn. Ch. Ct., Obion County), a class action concerning polybutylene plumbing, Judge Michael Maloan, of the Tennessee Chancery Court, entered an Order approving the nationwide settlement and the notice plan, stating: "The Court finds the notice program is excellent. As specified in the findings below, the evidence supports the conclusion that the notice program is one of the most comprehensive class notice campaigns ever undertaken."
9. In approving the notice plan for implementation in the *In re Compact Disc Minimum Advertised Price Antitrust Litigation*, D. Me., MDL No. 1361, Judge D. Brock Hornby stated, "(the plan) provided the best practicable notice under the circumstances and complied with the requirements of both 15 U.S.C. 15c(b)(1).... the notice distribution was excellently designed, reasonably calculated to reach potential class members, and ultimately highly successful in doing so."
10. The Honorable Jeremy Fogel, U.S. District Court for the Northern District of California, San Jose Division in *Foothill/De Anza Community College District v. Northwest Pipe Company*, No. CV-00-20749-JF/EAI (N.D. Cal.) commended the notice program as follows: "The Court finds that the settling parties undertook a thorough and extensive notice campaign designed by Kinsella/Novak Communications, Ltd., a nationally-recognized expert in this specialized field. The Court finds and concludes that the Notice Program as designed and implemented provides the best practicable notice to the Class, and satisfied requirements of due process."
11. KNC was retained to design and implement the Proposed Class Action Settlement Notice Program in this litigation. I submit this affidavit to describe the elements of the Notice Program.

### **Proposed Notice Program**

12. The objective of the Notice Program is to provide adequate notice of the Proposed Settlement of the instant case to Class Members who are defined as follows:

All individual persons and entities who, during the class period (January 1, 2000 through the date of the Final Order) who made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription pharmaceuticals, including but not limited to those on Exhibit A of the Settlement Agreement, where any or all of the purchase price, reimbursement or payment amount was based in any part on the Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First DataBank, Inc., electronically or otherwise, and which such Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First Databank Inc., electronically or otherwise, in whole or in part, was based on a FDB wholesale survey.

13. A four-part notification program was designed and includes:

- (a.) Direct notice by first-class mail to all Class Members whose names and addresses are readily identifiable.
- (b.) Broad notice through the use of paid media including national consumer magazines, newspaper supplements, national newspapers and trade publications.
- (c.) Notice through a national earned media campaign.
- (d.) Electronic notice through an Internet website listed with major search engines.

14. Direct mail notice will consist of mailing the *Notice of Proposed Class Action Settlement* to potential Class Members to inform them of their rights and how they may participate in the class action. This direct notice will be sent to:

- (a.) To approximately 40,000 Third-Party Payors (“TPPs”) whose names and address are readily available.
- (b.) All callers to the toll-free information line who request the *Notice of Proposed Class Action Settlement*. The toll-free number for this information line will appear prominently in the published forms of notice. Class Members may also download the Notice in PDF format from the Notice website.

15. To design the paid media segment of the Notice Program, KNC selected demographics that encompass the characteristics of the Class. Media vehicles were then analyzed and selected for their strength and efficiency in reaching these demographic targets.

16. To develop profiles of the demographics and media habits of Class Members who are consumers, KNC analyzed syndicated data available from the 2005 Doublebase Survey<sup>1</sup>

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<sup>1</sup> MRI produces an annual Doublebase, a study of 50,000+ adults consisting of two full years of data. The MediaMark sample consists of 26,000+ respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities. Resulting data is weighted to reflect the probabilities of selection inherent in the sample design and then balanced so that major study demographics match the most recent independent estimates.

from MediaMark Research, Inc. ("MRI"). MRI is a nationally accredited media and marketing research firm that provides syndicated data on audience size, composition, and other relevant factors pertaining to major media including broadcast, magazines, newspapers, and outdoor advertising. MRI provides a single-source measurement of major media, products, services, and in-depth consumer demographic and lifestyle/psychographic characteristics.

17. MRI provides specific data on individuals who used a branded or generic prescription drug. Based on this information, audiences were chosen that encompass these demographics. The media plan is based on reaching these specific consumers and not the general public. All media purchased will be measured against these targets as indicated below.

18. The demographic targets are as follows:

- (a.) Adults 35+ who have used any branded or generic prescription drug in the past 12 months ("Drug Consumers Adults 35+"). This demographic represents 75% of the prescription drug consumers.
- (b.) Adults 18+ who have used any branded or generic prescription drug in the past 12 months ("All Drug Consumers").

19. The proposed media schedule includes advertising in national consumer magazines, newspaper supplements, and national newspapers. (Trade publications will be used to supplement the TPP direct notice, but they are not measured by MRI).

22. The national newspaper supplements included in the program are inserted into 962 newspapers reaching every major media market in the country. The insertions will be as follows:

- (a.) A two-fifths page ad (5-5/8" x 7-1/4") inserted twice into *Parade* magazine with a circulation of 32,700,000.
- (b.) A digest page ad (5-5/8" x 7-3/8") inserted twice into *USA Weekend* magazine with a circulation of 22,700,000.
- (c.) A full-page ad (8-3/4" x 10.5") inserted once into *Vista* magazine with a circulation of 1,000,000.

23. The national consumer magazines will include the following:

- (a.) A two-thirds page ad (4-1/2" x 10") inserted once into *Better Homes and Gardens* magazine with a circulation of 7,600,000
- (b.) A two-thirds page ad (4-5/8" x 9-5/8") inserted once into *Ebony* magazine with a circulation of 1,450,000.
- (c.) A two-thirds page ad (4-5/8" x 10") inserted once into *Family Circle* magazine with a circulation of 4,299,000.



- (d.) A two-thirds page ad (4-5/8" x 10") inserted twice into *Newsweek* magazine with a circulation of 3,100,000.
- (e.) A two-thirds page ad (4-3/4" x 10") inserted once into *Parents* magazine with a circulation of 2,200,000.
- (f.) A full-page ad (7" x 10") inserted three times into *People* magazine with a circulation of 3,400,000.
- (g.) A two-thirds page ad (4-5/8" x 10") inserted three times into *US News & World Report* magazine with a circulation of 2,000,000.

25. The national newspapers will include the following:

- (a.) A one-sixth ad (6-13/16" x 7-1/16") placed once in *The Wall Street Journal* with an estimated circulation of 1,750,000.
- (b.) A one-sixth ad (5-11/16" x 7") placed once in *USA Today* with an estimated circulation of 2,200,000.

26. For the purpose of evaluating the strength and efficiency of the media, the consumer magazines, newspaper supplements and national newspapers were measured against the demographic targets to establish the estimated *reach*<sup>2</sup> of the media program and the estimated *frequency*<sup>3</sup> of exposure to the media vehicles. The following are the estimates by target:

- (a.) An estimated 82.6% of Drug Consumers Adults 35+ will be reached with an estimated 3.4 average frequency of exposure.
- (b.) An estimated 81.2% of All Drug Consumers will be reached with an estimated 3.4 average frequency of exposure.

27. The Notice Program will include the following insertions in trade publications directed to TPPs.

- (a.) A full-page ad (7" x 10") placed once in National Underwriter Life & Health, with an estimated circulation of 50,195.
- (b.) A full-page ad (8" x 10-7/8") placed once in HR Magazine, with an estimated circulation of 195,528, and a readership of 547,478.

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<sup>2</sup> Reach is the estimated percentage of a target audience reached through a specific media vehicle or combination of media vehicles.

<sup>3</sup> Frequency is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message.

28. The Notice Program will also include earned media to augment the paid media plan. This will consist of a press release will be distributed on US Newswire's Full National Circuit reaching over 2,000 media outlets. The press release will highlight the toll-free telephone number and Web site address that Class Members can call or visit for complete information.
27. A Web site will be established and listed with major search engines to enable Class Members to get information on the Proposed Settlement.
28. All print advertising will carry a toll-free telephone number, a Web site address and a mailing address for potential Class Members to request or access the *Notice of Proposed Settlement*. The Published Notice as well as the *Notice of Proposed Settlement* are plain language compliant as required by the revisions to Rule 23 of the Federal Rules of Civil Procedure.
29. It is my opinion that the reach of our target audiences and the number of exposure opportunities to the notice information is adequate and reasonable under the circumstances. It is consistent with the notice programs approved by the Court for the Notice of Certification in *In re Average Wholesale Price Litigation* and the Notice of Proposed Settlement reached with one of the Defendant's GlaxoSmithKline in that same litigation. This Proposed Settlement Notice Program conforms to standards employed by KNC in notification programs designed to reach unidentified members of settlement groups or classes. The Notice Program as designed is fully compliant with Rule 23 of the Federal Rules of Civil Procedure.

I declare under penalty of perjury that the foregoing is true and correct. If called as a witness, I could and would competently testify thereto.

Katherine Kinsella

Katherine Kinsella

October 31, 2006

Date

SUBSCRIBED and SWORN before  
me on the 31<sup>st</sup> day of October  
\_\_\_\_\_ 2006.

Debra L. Vaughan  
Notary Public In and For the  
District of Columbia

Debra L. Vaughan  
Notary Public District of Columbia  
My Commission Expires April 14, 2008





KINSELLA/NOVAK  
ATTORNEYS AT LAW  
A FORT BELLEVILLE COMPANY

## FIRST DATABANK SETTLEMENT NOTICE PROGRAM

*NEW ENGLAND CARPENTERS HEALTH  
BENEFITS FUND V. FIRST DATABANK, INC.*

CASE NO. 1:05-CV-11148-PBS (D.MASS.)

2025 L STREET, NW | SUITE 205 | WASHINGTON, DC 20037  
PHONE: 202.686.4111 | FAX: 202.295.6961 | EMAIL: INFO@KINSELLA-NOVAK.COM | [HTTP://WWW.KINSELLA-NOVAK.COM](http://WWW.KINSELLA-NOVAK.COM)

THE ART & SCIENCE OF LEGAL NOTIFICATION

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Exhibit 1 – Long Form Notice

Exhibit 2 –Newspaper Supplements by Carrier Paper

Exhibit 3 – Notice schedule

Exhibit 4 - Publication Notice samples

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## FIRM OVERVIEW

Kinsella/Novak Communications ("KNC") provides nationally recognized expertise in the design of media-based legal notification programs for class actions and bankruptcies.

The firm has designed, implemented or consulted on over 250 class actions and bankruptcies and specializes in the most complex and often precedent-setting notice efforts. National and statewide notification programs include asbestos, breast implants, consumer fraud, home siding products, infant formula, polybutylene plumbing, tobacco, antitrust securities and Holocaust claims. The firm has selected and placed over \$145 million in paid legal advertising.

KNC develops advertisements, press materials, Web sites, and other notice materials bridging the gap between litigation complexities and the need for a clear and simple explanation of legal rights. In addition to designing and producing notices in "plain language," all KNC notice programs are fully compliant with Rule 23 of the Federal Rules of Civil Procedure and comparable state guidelines. The firm employs industry-recognized tools of media measurement to quantify the adequacy of the notice for the court.

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## RELEVANT CASE EXPERIENCE

KNC has significant notification experience including consumer class actions involving pharmaceuticals.

### PHARMACEUTICAL CASES

- *State of Connecticut v. Mylan Laboratories, Inc.*,  
MDL 1290, Misc. No. 99-276 (TFH-JMF) (Lorazepam and Clorazepate)
- *In re Buspirone Antitrust Litigation*,  
MDL-1413 (S.D.N.Y.) (BuSpar)
- *In re Cardizem CD Antitrust Litigation*,  
99-MD-1278 (E.D. Mich.) (Cardizem)
- *State of Ohio v. Bristol-Myers Squibb, Co.*,  
1:02-cv-01080 (D.D.C.) (Taxol)

### OTHER SELECTED CASES

- *In re Nasdaq Market-Makers Antitrust Litigation*,  
No. M21-68 (RWS), 94 Civ. 3996 (RWS), MDL No. 1203 (S.D.N.Y.)  
(securities)
- *In re Compact Disc Minimum Advertised Price Antitrust Litigation*,  
MDL No. 1361 (D. Me.) (prerecorded music products)
- *In re Toys "R" Us Antitrust Litigation*,  
MDL No. 1211, Master File No. CV-97-5750 (E.D.N.Y.) (toys and other  
products)
- *Cox v. Shell Oil Co.*,  
No. 199,844 (Tenn. Ch. Ct., Obion County) (polybutylene pipe)
- *Naef v. Masonite*,  
No. CV-94-4033 (Ala. Cir. Ct., Mobile County) (hardboard siding)
- *In re Holocaust Victims Assets Litigation*,  
No. CV 96-4849 (Consolidated with CV-5161 and CV 97461) (E.D.N.Y.)
- *Ruff, et al. v. Parex, Inc.*,  
No. 96-CVS-0059 (N.C. Super. Ct., New Hanover County) (EIFS stucco)
- *Fettke v. McDonald's Corporation*,  
Case No. 044109 (Cal. Super. Ct., Marin County) (trans-fatty acids)

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## TECHNICAL APPROACH

KNC's technical approach is based on its expertise as a leading provider of notice in class actions, knowledge of court-approved notice programs at the state and federal levels and years of experience in designing and implementing legal notification programs both nationally and internationally.

KNC begins by conducting detailed research on the claim that is the subject of the class action and how it is related to a population, its location and temporal characteristics. This information identifies the demographic characteristics of class members – such as age, gender, income, and education level – and the geographic distribution of potential class members. This research provides the parameters for identifying and locating class members and shapes the scope of the notice program.

Specifically, KNC:

- Reviews demographic and product information provided by the client or independently researched and establishes a demographic profile of the target audience. All media selections are based on this profile in order to ensure the highest reach of potential class members and frequency of message exposure.
- Evaluates the effectiveness of media vehicles -- consumer magazines, newspapers, specialty publications, broadcast television, radio and the Internet -- in reaching the target audience.
- Analyzes publications using syndicated data sources and tools, such as the Audit Bureau of Circulation (ABC) statements, which certify how many readers buy or obtain copies of publications, and MediaMark Research ("MRI") which measures how many people open or read publications.
- Examines the geographic distribution of potential class members at the level of detail necessary to determine effective geographic coverage.
- Selects media available during the established notice period ensuring timely notice to class members.
- Creates and implements all notice communications, including: published notice, print, audio and video news releases, television and radio spots, Internet advertising and Web sites.
- Ensures that published notices and long form notices are written in "plain language."



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- Uses established advertising relationships to negotiate the deepest available discounts on national advertising and secure optimum placement with respect to the media habits of the target audience.
- Designs and implements an “earned media” program to further supplement the published notice through print, audio and video news releases and non-paid media outreach. Tracks and verifies all media placements and press stories developed through “earned media.”
- Designs and maintains a Web site to enable class members to access all relevant information including long form notices, claim forms and court documents. Provides registration and email capabilities on the site.
- Integrates all aspects of the notification program with selected claims administrators.
- Provides advice, affidavits, depositions and court testimony with respect to the design and implementation of the notification program.

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## SITUATION ANALYSIS

First DataBank ("FDB") is a Defendant publisher that reports certain pharmaceutical drug prices in its printed and electronic databases including the Blue Book Average Wholesale Price ("BBAWP") of each pharmaceutical. Pharmaceutical manufacturers often report the Wholesale Acquisition Cost ("WAC") to FDB. FDB then applies a markup factor to the WAC to derive the BBAWP reported in its publications and electronic databases. FDB is not, nor has it ever been a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs.

The published BBAWP of a drug is often used as a benchmark by pharmacies, insurance companies and other Third-Party Payors ("TPPs") to set the price of drugs for consumers who pay the full price of drugs at pharmacies and to determine what insurance companies and TPPs will reimburse for these drugs. Also, the co-payments made by certain consumers, those who pay a percentage of the cost of their prescription drugs rather than a flat co-payment amount, may also be determined based on the same BBAWP data.

FDB purports to have relied upon pharmaceutical manufacturers and wholesalers to provide information relating to their drug prices for purposes of publishing the BBAWP data field. Pharmaceutical manufacturers often reported what is known as the Wholesale Acquisition Cost ("WAC"), Direct Price ("DP") and Suggested Wholesale Price ("SWP") to FDB. FDB purports to have surveyed pharmaceutical wholesalers to determine the average mark-up applied to a drug, with the average mark-up of the responding wholesalers applied against the WAC, DP or SWP with the resulting value determining the BBAWP data field.

Plaintiffs claim that in 2001 FDB and a large pharmaceutical wholesaler, McKesson, wrongfully inflated the markup factor used to determine the BBAWP that applies to numerous prescription pharmaceuticals. This allegedly caused members of the Class (TPPs and some consumers), whose payments for pharmaceuticals are tied to the published BBAWP, to make substantial excess payments for those pharmaceuticals. Plaintiffs also claim that despite representations that it conducted surveys of wholesalers of pharmaceuticals to determine their average wholesale price, FDB either failed to conduct such surveys or failed to conduct adequate surveys.

FDB denies any wrongdoing. The Proposed Settlement is not an admission of wrongdoing or an indication that any law was violated. FDB has entered into the Proposed Settlement solely to avoid further expense, inconvenience, and the burden of these litigations and any other present or future litigation arising out of the facts that allegedly gave rise to this litigation.

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## CLASS DEFINITION

The Proposed Class Action Settlement Class, referred to as the "Private Payor Class" is defined as:

- All individual persons and entities who, during the class period (January 1, 2000 through the date of the Final Order) who made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription pharmaceuticals including but not limited to those identified on Exhibit A of the Settlement Agreement, where any or all of the purchase price, reimbursement or payment amount was based in any part on the Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First DataBank, Inc., electronically or otherwise, and which such Average Wholesale Price, Blue Book Average Wholesale Price, or similar data published or disseminated by First Databank Inc., electronically or otherwise, in whole or in part, was based on a FDB wholesale survey.

Excluded from the class are Defendants, their respective present and former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; the United State government, its officers, agents, agencies, departments, and all other federal, state or local government entities' claims, to the extent such governmental entities purchased and/or paid whether directly or by reimbursement, for all or part of the cost of prescription pharmaceuticals as benefits provided pursuant to a legislatively enacted public health and welfare entitlement program.

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## NOTICE PLAN OVERVIEW

This plan is submitted by KNC in connection with *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, M.D.L. No. 1456 (CA: 01-CV-12257-PBS) in the District Court of Massachusetts. The plan outlines procedures to provide notice of the First DataBank Proposed Class Action Settlement consistent with the requirements set forth in Rule 23 of the Federal Rules of Civil Procedure. The Notice Program is directed to all members of the Private Payor Class.

Based upon information provided by Counsel, the results of research on Class Members and their response to media and the media habits of the target audiences, the following four-part notice program is recommended:

- Direct notice by first-class mail to:
  - All Third-Party Payors whose names and addresses are readily identifiable.
  - All callers to the toll-free information line who request a *Notice of Proposed Class Action Settlement* as a result of seeing the Publication Notice.
- Broad published notice through the use of paid media, including newspaper supplements, consumer magazines and national newspapers. Trade publications will be used to supplement the direct notice to TPPs.
- Earned media notice through a press release sent to major national print and electronic outlets and third-party organizations.
- Electronic notice through a dedicated Web site.

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## DIRECT NOTICE

### THIRD-PARTY PAYORS

Direct mail notice to TPPs will consist of mailing the *Notice of Proposed Class Action Settlement* (Exhibit 1) to appropriate identifiable TPP Class Members informing them of their legal rights and how they may participate in or opt-out of the class action. The *Notice of Proposed Class Action Settlement* will be sent to:

- Appropriate entities likely to be Class Members, in the proprietary TPP Database compiled by Complete Claim Solutions ("CCS"), the class administrator. The Database includes insurance companies, healthcare and welfare funds, employee benefit funds, third-party administrators, pharmacy benefit managers and other record keepers for noticing purposes in TPP class actions. The Database was compiled from contacting, researching and accessing the records of various databases and listings of affiliations, group insurance plans, self-insureds, ERISA funds, pharmacy benefit manager listings, etc. as follows:

- Pharmacy Benefit Management Institute;
- Benefits SourceBook;
- Managed Care Information Centers;
- Judy Diamond Associates;
- AM Best Company;
- Association of Managed Care Providers;
- Society of Professional Benefit Administrators;
- American's Health Insurance Plans;
- Self-Insurance Institute of America; and
- National Association of Insurance Commissioners.

Included in the Database are:

- Approximately 29,000 companies with 100 or more employees that have self-funded (fully or partially) plans, derived from Form 5500 filings;
- 1,356 Third-Party Claim Administrators; and
- 1,300 member companies of American Health Insurance Plans that provide or administer health insurance benefits to over 200 million Americans which represent 90 percent of the managed care market (HMOs, PPOs and POSs, etc.).

The Database is regularly updated with new entries from the above sources as well as TPPs identified through other class action litigations.

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#### **CALLERS TO THE TOLL-FREE NUMBER**

All callers to a toll-free information line who request the *Notice of Proposed Class Action Settlement* will be mailed the requested Notice. A toll-free number for this information line will prominently appear in the Publication Notice. Class Members may also download the Long Form Notice, in PDF format, from the Notice Web site.

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## PAID MEDIA METHODOLOGY

KNC notice plans directed to unidentified class members (1) identify the demographics of class members and establish a target audience; (2) outline the methodology for selecting the media and other plan elements and how they relate to product usage or exposure; and (3) provide results that quantify for the court the adequacy of the notice based upon recognized tools of media measurement.

In the wake of the Supreme Court's decisions in *Daubert v. Merrell Dow Pharmaceuticals*, 509 U.S. 579 (1993), and *Kumho Tire Company v. Carmichael*, 526 U.S. 137 (1999), the reliability of a notice expert's testimony should be tested against the standards developed within the media industry for determining whether, to what degree and at what frequency a target audience has been reached. In assessing the expert's reliability, the court must determine whether the testifying expert "employs in the courtroom the same level of intellectual rigor that characterizes the practice of an expert in the relevant field," (526 U.S. at 152). That showing would likely require evidence that the expert's data and methodology are similar to that used by professionals in the relevant field.

In keeping with the *Daubert* and *Kumho* rulings, KNC employs the methodology and measurement tools used in the media planning and advertising industry for designing and measuring the adequacy of a paid media program to reach a particular audience.

Choosing a target audience encompassing the characteristics of Class Members is the first step in designing the paid media program. Media vehicles are chosen based on their ability to provide effective and cost efficient reach among the target audience. The selected media vehicles are then measured against the target audience to establish the *reach* of the media program and the *frequency* of exposure to the media vehicles. *Reach* and *frequency* estimates are two of the primary measurements used to quantify the media penetration of a target audience.

- *Reach* is the estimated percentage of a target audience reached one or more times through a specific media vehicle or combination of media vehicles within a given period.
- *Frequency* is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message within a given period of time.

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## TARGET AUDIENCES

To develop a profile of the demographics and media habits of Class Members that used prescription drugs reported by FDB, KNC analyzed syndicated data available from the 2005 Doublebase Survey<sup>1</sup> from MRI.

MRI is the leading U.S. supplier of multimedia audience research. As a nationally accredited research firm, it provides information to magazines, television, radio, Internet and other media, leading national advertisers and over 450 advertising agencies – including 90 of the top 100 in the United States. MRI's nationally syndicated data are widely used by these companies as the basis for the majority of the media and marketing plans written for advertised brands in the United States.

Specifically, MRI provides data on audience size, composition and other relevant factors pertaining to major media vehicles. MRI presents a single-source measurement of major media, products, services and in-depth consumer demographic and lifestyle characteristics.

MRI provides data on both branded and generic prescription drug users. An examination of this data indicates that Adults 35+ represent 75% of prescription drug users and are the largest consumer segment of the Private Payor Class. Using MRI, KNC determined that the following two demographics are the best demographic targets against which to effectively select and measure media to reach the Private Payor Class:

- Adults 35 years or age and older who used branded or generic prescription drugs during the past twelve months (“Drug Consumers Adults 35+”).
- Adults 18 years of age and older who used branded or generic prescription drugs during the past twelve months (“All Drug Consumers”).

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<sup>1</sup> The study, conducted since 1979, surveys persons 18 years of age and older in the contiguous 48 states. MRI conducts more than 26,000 personal interviews with consumers in two waves annually each lasting six months and consisting of 13,000 interviews. Produced annually by MRI, the Doublebase study consists of two full years of data drawn from over 50,000 respondents. Consumer information is recorded on 500 product/service categories, 6,000 brands and various lifestyle activities. Respondents are selected based on the ability to project their responses nationally.



## DEMOGRAPHICS

The chart below outlines the overall demographics of the two target audiences:

DEMOGRAPHICS	DRUG CONSUMERS ADULTS 35+	DRUG CONSUMERS ADULTS 18+
Male	40.5%	40.2%
Female	59.5%	59.8%
<b>Age</b>		
18 - 24	9.6%	N/A
25 - 34	14.8%	N/A
35 - 44	19.8%	26.2%
45 - 54	20.2%	26.8%
55 - 64	15.7%	20.7%
65+	19.9%	26.3%
<b>Education</b>		
Graduated/Attended College	52.4%	53.8%
Graduated High School	14.2%	14.6%
<b>Household Income</b>		
Under \$10,000	5.3%	5.8%
\$10,000 - \$29,999	21.6%	20.8%
\$30,000 - \$49,999	20.0%	20.5%
\$50,000 - \$74,999	19.4%	20.1%
\$75,000 +	33.7%	32.7%
<b>Ethnicity</b>		
Caucasian	85.2%	82.8%
African-American	9.2%	9.8%
Hispanic	6.9%	8.9%
Asian	1.4%	1.8%
<b>Location<sup>2</sup></b>		
A & B Counties	68.8%	69.8%
C & D Counties	31.1%	30.2%

<sup>2</sup> A Counties, as defined by A.C. Nielsen Company, are all counties belonging to the 25 largest metropolitan areas. These metro areas correspond to the MSA (Metropolitan Statistical Area) and include the largest cities and consolidated areas in the United States. B Counties, as defined by A.C. Nielsen Company, are all counties not included under A that are either over 150,000 population or in a metro area over 150,000 population according to the latest census. C Counties, as defined by A.C. Nielsen Company, are all counties not included under A or B that either have over 40,000 population or are in a metropolitan area of over 40,000 population according to the late census. D Counties are, essentially, rural counties in the Nielsen classification system of A, B, C, D counties.

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## PAID MEDIA PROGRAM

As indicated, direct notice will be provided to the identifiable TPPs who are members of Private Payor Class. To supplement the TPP direct notice, ad placements in trade publications directed to TPPs will be used.

To reach unidentifiable Class Members, KNC recommends the use of measurable paid media. Paid media advertising is guaranteed to appear, allowing for control of the content, timing and positioning of the message, making it an invaluable part of any notice campaign. Newspapers, consumer magazines, television, radio and the Internet, among other sources, offer paid media opportunities.

In considering which media to use for this case, KNC evaluated the cost-effectiveness, exposure opportunities and reach potential of each media type. Television was not selected due to its high cost. Radio is a frequency medium best used locally. Print media was selected because of its widespread use, and its value as a credible and tangible information source that allows for extended body copy.

In choosing which placements would be best for this case, KNC reviewed all available consumer publications for penetration of the target audience. Consumer magazines and newspaper supplements offer efficient and cost-effective vehicles for reaching all demographic segments of the population. Given the broad scope of the Class in this notice program and the demographics and media habits of the target audiences, newspaper supplements, consumer magazines and national newspapers are therefore recommended.

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## NEWSPAPER SUPPLEMENTS

*Parade* and *USA Weekend*, inserts known as newspaper supplements, are carried in weekend or weekly editions of 962 newspapers reaching every media major market in the country (eight newspapers carry more than one supplement). These magazines, published on newsprint, contain articles written for broad, general appeal and they encourage readership through brevity. Issues are typically less than 30 pages. For this Notice Program, newspaper supplements are recommended because of their broad geographic and demographic reach capability. They provide coverage in all 50 states and the District of Columbia. (See Exhibit 2.)

KNC recommends the following activity:



- A two-fifth-page ad (5-5/8" x 7-1/4") will be placed twice in *Parade*, with an estimated circulation of 32,700,000.
- *Parade* is carried in the Sunday edition of 373 daily newspapers and is the highest circulating magazine in the world. Carrier newspapers serve major urban and suburban markets in the U.S.
- The average issue of *Parade* is read by 42.1% of Drug Consumers Adult 35+ and 39.2% of All Drug Consumers.



- A digest-page ad (5-5/8" x 7-3/8") will be placed twice in *USA Weekend*, with an estimated circulation of 22,700,000.
- *USA Weekend* is inserted in the weekend edition of 589 daily newspapers in major markets complementing the U.S. markets served by *Parade*.
- The average issue of *USA Weekend* is read by 27.3% of Drug Consumers Adults 35+ and 25.3% of All Drug Consumers.

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- A full-page ad (8-3/4" X 10.5") will be placed once in *Vista*, with an estimated circulation of 1,000,000.

*Vista* is a bi-lingual monthly magazine for Hispanics inserted in the weekday edition of 34 daily newspapers in major Hispanic markets.

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## CONSUMER MAGAZINES

Thousands of consumer magazines offer national advertising opportunities. Most adults read one or more magazines during an average month and nearly three out of five adults read or look into a magazine daily. Additionally, magazines published weekly quickly accumulate readership and provide timely and efficient notice to readers. The specific consumer magazines listed below were chosen because collectively they provide excellent reach of consumers.

KNC recommends the following activity:



- A two-thirds-page ad (4-1/2" x 10") will be placed once in *Better Homes and Gardens*, with a circulation of 7,600,000.
- *Better Homes and Gardens* is published monthly and is the largest-circulation home service magazine, featuring a wide-range of home and family subjects such as food and decorating.
- The average issue of *Better Homes and Gardens* is read by 24.1% of Drug Consumers Adults 35+ and 21.8% of All Drug Consumers.



- A two-thirds-page ad (4-5/8" x 9-5/8") will be placed once in *Ebony* with a circulation of 1,450,000.
- *Ebony* is published monthly and is a African American-oriented, general interest magazine. Editorial content features education, history, politics, culture and business topics among others.
- The average issue of *Ebony* is read by 3.9% of Drug Consumers Adults 35+ and 4.4% of All Drug Consumers.

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## Family Circle

- A two-thirds-page ad (4-5/8" x 10") will be placed once in *Family Circle* with a circulation of 4,200,000.
  - *Family Circle* is published 15 times a year and is the leading magazine in the family service category. Editorial content focuses on practical solutions to help readers maintain happy, healthy families with articles on nutrition, decorating, activities and other topics.
  - The average issue of *Family Circle* is read by 14.8% of Drug Consumers Adults 35+ and 13.1% of All Drug Consumers.
- 

## Newsweek

- A two-thirds-page ad (4-5/8" x 10") will be placed twice in *Newsweek*, with a circulation of 3,100,000.
  - *Newsweek* is published weekly and edited to report on national and worldwide developments with news, commentary and analysis.
  - The average issue of *Newsweek* is read 10.4% of Drug Consumers Adults 35+ and 9.8% of All Drug Consumers Adults.
- 

## Parents

- A two-thirds-page ad (4-3/4" x 10") will be placed once in *Parents Magazine* with a circulation of 2,200,000.
  - *Parents Magazine* is published monthly and has an editorial content providing guidance and information to mothers of young children.
  - The average issue of *Parents* is read 4.5% of Drug Consumers Adults 35+ and 7.1% of All Drug Consumers.
-

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- A full-page ad (7" x 10") will be placed three times in *People*, with an estimated circulation of 3,400,000.
  - *People* covers contemporary personalities in entertainment, politics, business and other current events.
  - Approximately 71% of *People* readers are female and approximately 71% are age 18-49.
  - The average issue of *People* is passed-along to 10.9 or more different people.
  - The average issue of *People* is read by 18.0% of Drug Consumers Adults 35+ and 19.2% of All Drug Consumers.
- 



- A two-thirds-page ad (4-5/8" x 10") will be placed three times in *US News & World Report*, with an estimated circulation of 2,000,000.
- *US News & World Report* is a weekly news magazine covering national and international people, places, and events.
- The average issue of *U.S. News & World Report* is read by 5.4% of Drug Consumers Adults 35+ and 5.1% of All Drug Consumers.

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## NATIONAL NEWSPAPERS

National newspapers serve as a timely source of news & information for readers throughout the country. *The Wall Street Journal* and *USA Today* were selected to provide additional national reach.

KNC recommends the following activity:

### **THE WALL STREET JOURNAL.**

- A one-sixth-page ad (6-13/16" x 7-1/16") will be placed once in *The Wall Street Journal*, with an estimated circulation of 1,750,000.
- An estimated 1,400,000 of All Drug Consumers and 1,169,000 of Drug Consumers Adults 35 + read *The Wall Street Journal*.



- A one-sixth-page ad (5-11/16" x 7") will be placed once in *USA Today*, with an estimated circulation of 2,200,000.
- An estimated 2,168,000 of All Drug Consumers and 1,731,000 of Drug Consumers Adults 35 + read *USA Today*.



In Re Pharmaceutical Industry Average Wholesale Price Litigation: GSK Settlement

## TRADE PUBLICATIONS

Selected trade publications will be used to supplement the direct mail notice to TPPs as follows:



- A full-page ad (7" x 10") placed once in *National Underwriter Life & Health*, with an estimated circulation of 50,195.
  - With a pass-along rate of 1.7 readers per copy, approximately 85,333 agents and brokers read the publication weekly. This includes 20,700 insurance company executives.
  - *National Underwriter Life & Health* is the only weekly magazine serving the life, health and financial services market. It contains news and feature articles to help agents better understand products and markets, and insurance company executives identify new business opportunities. Topics covered include agency management, taxes, legislation, executive benefits, retirement planning and profitable sales ideas.
- 

## HRMagazine

- A full-page ad (8" x 10-7/8") placed once in *HR Magazine*, with an estimated circulation of 195,528, and a readership of 547,478.
  - *HR Magazine* is the official publication of the Society for Human Resource Management. It is written for human resources professionals and executives and to further the professional aims of both the Society and the human resource management profession. The publication features new approaches and innovative best practices in all areas of HR management and informs on new models of ways of thinking. It is designed as a forum for trends and legal issues as well as new concepts used by human resources management professionals. It has the highest readership of any human resources publication.
-

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## PRINT READERSHIP

Readership includes both primary readers and pass-along readers. Primary readers purchased a publication or are members of a household where the publication was purchased. Pass-along readers are those who read the publication outside the home, in places such as a doctor's or dentist's office. The table below indicates the number of readers in each of the target audiences of an average issue of the magazine:

PUBLICATION	INSERTIONS	DRUG CONSUMERS ADULTS 35+	ALL DRUG CONSUMERS
<i>Better Homes and Gardens</i>	1	15,923,000	19,107,000
<i>Ebony</i>	1	2,562,000	3,879,000
<i>Family Circle</i>	1	9,797,000	11,453,000
<i>Newsweek</i>	2	6,877,000	8,605,000
<i>Parade Carrier Newspapers</i>	2	27,888,000	34,356,000
<i>Parents</i>	1	3,010,000	6,214,000
<i>People</i>	3	11,915,000	16,843,000
<i>US News &amp; World Report</i>	3	3,602,000	4,466,000
<i>USA Today</i>	1	1,731,000	2,168,000
<i>USA Weekend Carrier</i>	2	18,066,000	22,131,000
<i>Vista*</i>	1	n/a	n/a
<i>Wall Street Journal</i>	1	1,169,000	1,400,000

\**Vista* is not measured by MRI and cannot be estimated with a prototype. Therefore, its contribution to the overall reach of the media is not calculated.

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## NATIONAL MEDIA DELIVERY

The paid media program outlined above is designed to deliver the following estimated reach and frequency measurements:<sup>3</sup>

- An estimated 82.2 % of Drug Consumer Adults 35+ will be reached with an average estimated frequency of 3.4 times, delivering 186,406,000 gross impressions.<sup>4</sup>
- An estimated 81.2% of All Drug Consumers will be reached with an average estimated frequency of 3.3 times, delivering 238,334,000 gross impressions.

The paid media program provides Class Members with multiple exposure opportunities to media vehicles carrying the Publication Notice.

TARGET	% OF TARGET REACHED	AVERAGE FREQUENCY	GROSS IMPRESSIONS
Drug Consumers Adults 35+	82.2%	3.4	186,406,000
All Drug Consumers	81.2%	3.3	238,334,000

(The reach of *Vista* is not included in these estimates because it is not measured by MRI.)

The proposed Notice Program Schedule is attached as Exhibit 3.

<sup>3</sup> MRI is a sample-based survey. Therefore, estimates of audience and/or demographics from these surveys are subject to sampling and non-sampling error. The use of mathematical values from those surveys should not be regarded as a representation that they are exact to the precise mathematical value stated.

<sup>4</sup> Gross impressions are the total number of times a media vehicle containing the Publication Notice is seen. This is a duplicated figure, as some viewers (readers) will see several media vehicles (publications) that contain the Publication Notice.

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## NOTICE DESIGN

### ***PRINT DESIGN***

The plain language Publication Notices, specifically tailored to either the TPPs or consumer Class Members, have been designed to alert Class Members to the Proposed Class Action Settlement through the use of a bold headline (Exhibit 4). This headline will enable Class Members to quickly determine if they are potentially affected by the Proposed Class Action Settlement. Plain language text provides important information regarding the subject of the Proposed Class Action Settlement, the Class definitions and the legal rights available to Class Members.

Each advertisement will prominently feature a toll-free number, Web site and mailing addresses for Class Members to obtain the Long Form Notice and other information. The design of the Publication Notice takes into account empirical research developed over the past 30 years about how people read and assimilate information.

Recent revisions to Rule 23(c)(2) of the Federal Rules of Civil Procedure require class action notices to be written in "plain, easily understood language." KNC drafts and places plain language ads fully compliant with this revision. The firm maintains a strong commitment to adhering to the plain language requirement while drawing on its experience and expertise to draft notices that effectively communicate with class members.

Full-page and two-thirds-page ads will run in all consumer magazines. Two-fifths-page ads in newspaper supplements, a sixth-of-a page-ads in newspapers and full-page ads in trade publications will be used. After reviewing the content and special sections of each publication, the best possible position will be negotiated for placement of the Publication Notice.

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## EARNED MEDIA

The thrust of the earned media program is to amplify the notice to Class Members through the use of free media. The earned media portion of this notice program will augment the paid media plan developed to reach the Class. The third-party endorsement from reliable sources such as the news media can add immeasurable value to outreach efforts.

Outreach to print and electronic media will focus primarily on key daily newspapers, wire services, newspaper bureaus nationally and major television and radio outlets. The earned media program will be:

- A press release will be distributed on US Newswire's Full National Circuit reaching over 2,000 media outlets. The press release will highlight the toll-free telephone number and Web site address that Class Members can call or visit for complete information.

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## INFORMATIONAL WEB SITE

An informational interactive Web site is a critical component of the Notice campaign. The URL is a constant information source instantly accessible to millions. The informational Web site utilizes the Internet's ability to serve as a key distribution channel and customer service bureau. Combining clean site design, consistent site navigation clues and built-in flexibility, the Web site provides Class Members with easy access to the details of the Proposed Class Action Settlement.

### ***CLEAN DESIGN***

The site is designed for ease of use and comprehension. Web pages on the site are simple, containing words, icons, documents and images.

A directory located in a column on the left-hand side of the page provides links to the information available on the Web site. These can include "Court Documents," "Long Form Notice," and "Questions/Links." The Web site can also feature a "Frequently Asked Questions" section answering commonly asked questions. If necessary, it will also provide a toll-free number for individuals seeking additional information and the address or email of Class Counsel,

### ***CONSISTENT NAVIGATION CUES***

Wherever the user goes from the homepage to another part of the site, links to the homepage and subsections remain on the left side of all pages, while the case title and cite remains fixed on top.

### ***BUILT-IN FLEXIBILITY***

Though simply designed, the Web site is not restrictive. The site's basic architecture enables updates and new features to be added quickly.

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## TOLL-FREE TELEPHONE SUPPORT

A toll-free interactive voice response system (IVR) will be established to service Class Members calling as a result of seeing the published notice. Callers requesting the *Notice of Proposed Class Action Settlement* will be prompted to input the telephone number of the residence where they would like to receive the Notice.

The system uses an address look-up database to locate the corresponding address of the resident. A portion of the address will be read back to the caller for address verification. For successful look-ups, the caller will be asked to speak the Class Member's full name and to spell the last name. If the look-up fails, is incorrect, or the call is placed from a rotary dial telephone, the caller will be prompted to speak the potential Class Member's name, address and telephone number.

The IVR system will provide an option for callers to speak to a live operator.

# EXHIBIT 1



**If You Are a Consumer or Third-Party Payor that  
Paid for All or Part of the Cost of Prescription Drugs Based  
in any Part on Price Information Reported by  
First DataBank, Inc.,  
A Proposed Class Action Settlement May Affect Your Rights**

*The District Court has authorized this Notice. It is not a solicitation from a lawyer.  
You are not being sued.*

[Insert in Spanish: For More Information On this Proposed Settlement Visit [www.xxxx](http://www.xxxx) ]

- There is a Proposed Settlement with one of the Defendants in a class action lawsuit pending in the U.S. District Court for the District of Massachusetts. The name of the lawsuit is *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS. This case is presided over by Judge Patti B. Saris of the U.S. District Court for the District of Massachusetts.
- First DataBank, Inc. (“FDB”) publishes data related to the price of prescription drugs. One of the data fields FDB publishes is called the Blue Book Average Wholesale Price (“BBAWP”). The published BBAWP of a drug is often used to determine: a.) what insurance companies and Third-Party Payors (“TPPs”) will reimburse for these drugs, b.) the amount of co-payments for consumers who pay a percentage co-pay, and c.) the price paid by consumers who pay the full price of drugs at pharmacies. FDB is not, nor has it ever been a manufacturer, supplier, wholesaler, distributor, or seller of prescription drugs.
- The lawsuit claims that in or about 2001 FDB and a large pharmaceutical wholesaler, McKesson, wrongfully inflated the markup factor used to determine the BBAWP that applies to numerous prescription pharmaceuticals. Plaintiffs allege that as a result, insurers and other TPP and some consumers paid more for these prescription drugs than they otherwise would have from 2001 forward. The lawsuit asks the Court to prohibit FDB from using the inflated markup factor.
- FDB has entered into a Proposed Settlement with the Plaintiffs and has agreed to apply a lower the markup factor for certain identified prescription drugs, potentially lowering the published BBAWPs for these drugs. FDB also agreed, subject to some exceptions, to cease publishing the BBAWP or similar average wholesale price fields within two years and to provide other assistance in connection with remaining pending litigation. Consumers and TPPs will not obtain any monetary damages directly from this Proposed Settlement, but may benefit from lower prescription drug prices due to the lowered markup used to determine the BBAWP. McKesson has not settled these claims and remains a Defendant in the litigation.

The Court will decide whether to order final approval of the Proposed Settlement with FDB in this case.

## A Summary of Your Rights and Choices:

*Your Legal Rights Are Affected Even If You Do Not Act.  
Read This Notice Carefully.*

<b>You May:</b>		<b>Due Date:</b>
<b><i>Remain in the Class</i></b>	<b><i>Stay in the lawsuit</i></b> If you wish to stay in the Class you do not need to do anything. You will not be able to sue FDB for the claims in this lawsuit and you will also be bound by the Court's decisions concerning the Proposed Settlement. <b>See Question 8.</b>	<u>N/A</u>
<b><i>Exclude Yourself</i></b>	<b><i>Get out of the Class.</i></b> You can write and ask to get out the Class and keep your right to sue FDB on your own about the claims in the lawsuit. <b>See Questions 11 and 12.</b>	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>
<b><i>Object to the Proposed Settlement</i></b>	<b><i>Object or comment on the Proposed Settlement.</i></b> If you don't exclude yourself, you can appear and speak in the lawsuit on your own or through your own lawyer to object or comment on the Proposed Settlement. (Class Counsel has been appointed to represent you.) <b>See Question 13.</b>	<u>Postmarked</u> <u>by</u> <u>Month Date</u> <u>2007</u>

## Special Note to Consumers

The Proposed Settlement does not reimburse you for any overpayments you may have made for prescription drugs. The Proposed Settlement is intended to reduce the costs of prescription drug payments going forward.

If you believe you overpaid for prescription drugs and you wish to seek recovery for your past payments you should exclude yourself from this Proposed Settlement and bring your own lawsuit. Questions 11 and 12 explain how to exclude yourself.

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## **BASIC INFORMATION**

### **1. Why did I get this Notice?**

You received this Notice because you are a consumer or TPP that may have made payments or reimbursements for certain pharmaceutical products between January 1, 2000 and the date the Court enters a Final Order, based in whole or in part on the BBAWP for those drugs and the prices you paid for these drugs may have been inflated by the BBAWP reported by FDB. You may also have requested this Notice after seeing the Summary Notice in a publication. If so, the lawsuit may affect you.

This Notice explains:

- What the lawsuit and Proposed Settlement are about.
- What the lawsuit claims and what FDB says about the claims.
- Who is affected by the Proposed Settlement.
- Who represents the Class in the lawsuit.
- What your legal rights and choices are.
- How and by when you need to act.

### **2. What is the lawsuit about?**

FDB is a Defendant publisher that publishes certain data related to the prices of prescription pharmaceuticals in its printed and electronic databases including the BBAWP of each pharmaceutical. Pharmaceutical manufacturers often report the Wholesale Acquisition Cost (“WAC”) to FDB. FDB then applies a markup factor to the WAC to derive the BBAWP reported in its publications and databases. FDB is not, nor has it ever been a manufacturer, supplier, wholesaler, distributor or seller of prescription drugs. FDB is a publisher of information.

The published BBAWP of a drug is often used as a benchmark by pharmacies, insurance companies and other TPPs to set the price of drugs for consumers who pay the full price of drugs at pharmacies and to determine what insurance companies and TPPs will reimburse for these drugs. Also, the co-payments made by certain consumers, those who pay a percentage of the cost of their prescription drugs rather than a flat co-payment amount, may also be determined based on the same BBAWP data.

Plaintiffs claim that in 2001 FDB and a large pharmaceutical wholesaler, McKesson wrongfully inflated the markup factor used to determine the BBAWP that applies to numerous prescription pharmaceuticals. This allegedly caused members of the Class (TPPs and some consumers), whose payments for pharmaceuticals are tied to the published BBAWP, to make substantial excess payments for those pharmaceuticals. Plaintiffs also claim that despite representations that it conducted surveys of wholesalers of pharmaceuticals to determine their BBAWP, FDB either failed to conduct those surveys or

failed to conduct adequate surveys. The lawsuit alleges such legal theories as negligent representation, conspiracy, fraud and violations of consumer protection statutes.

FDB has denied any wrongdoing. The Proposed Settlement is not an admission of wrongdoing or an indication that any law was violated. FDB has entered into this Proposed Settlement solely to avoid further expense, inconvenience, and the burden of this litigation and any other present or future litigation arising out of the facts that allegedly gave rise to this litigation. FDB wishes to avoid the distractions and diversion of their personnel and resources. It also wishes to put to rest this controversy and to avoid the risks inherent in uncertain complex litigation. The Court has not ruled on the merits of Plaintiffs' claims or on the defenses made by FDB.

### **3. Why is this a class action?**

In a class action lawsuit, one or more people called "class representatives" sue on behalf of people who have similar claims. The people together are a "class" or "class members." The court must determine if it will allow the lawsuit to proceed as a class action. If it does, a trial of the claims then decides the lawsuit for everyone in the class or the parties may settle without a trial. Here, the Plaintiffs and FDB have agreed to a Proposed Settlement. The Court has preliminarily approved the Proposed Settlement for a class of individuals and entities that purchased drugs based on the BBAWP data field published by FDB.

### **4. Why is there a Proposed Settlement?**

A settlement is the resulting agreement between a plaintiff and defendant following extended negotiation. Settlements conclude litigation but are not a result of the court ruling in favor of the plaintiff or defendant. The settlement enables both parties to avoid the cost and risk of a trial, and ultimately establish a just, fair and final resolution that is best for all involved. The class representatives and their attorneys make the determination that the settlement is the best result for all class members and the Court is asked to approve the settlement as fair, reasonable and adequate. If the Court approves the settlement, the defendants are then released from any liability based upon the alleged wrongful conduct that is the subject of the litigation.

Class Settlement Counsel and FDB have engaged in extensive, arms-length negotiations regarding the issues presented in this litigation and the possible terms of a settlement. FDB wants to settle the Plaintiffs' claims in this litigation and Settlement Class Counsel believe the Proposed Settlement is fair, reasonable and adequate and in the best interests of the Class.

### **5. Who is a Class Member?**

The Class consists of all individual persons or entities that made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of prescription pharmaceuticals, including but not limited to those identified on Exhibit A to the Settlement Agreement. (To obtain a copy of the Settlement Agreement see Question 21.)

- The purchases must have been made from January 1, 2000 through the date the Court enters a Final Order and Judgment in the Class Action.
- Any part of the purchase price, reimbursement or payment amount must have been based on the BBAWP or similar data published or disseminated by FDB, electronically or otherwise.

Consumers who made flat co-payments for their prescription pharmaceuticals were not affected by FDBs alleged actions and are not Class Members. Flat co-payments are those that do not differ with the cost of the drug. Consumers who have flat co-pays that are tiered (i.e. one flat price for all brand named drugs and another flat co-payment for generic drugs) are also not Class Members.

Also not included in the Class are the Defendants and their present or former, direct and indirect, parents, subsidiaries, divisions, partners and affiliates; the United States government, its officers, agents, agencies and departments and all other federal, state or local government entities if they paid for all or part of the prescription pharmaceuticals as non-employee public benefits enacted by legislation.

## **6. How do I know if I am included in the Proposed Settlement?**

Unless you exclude yourself as described in Question 12 of this Notice, you are a member of the Class and will be included in the Proposed Settlement if you are:

- A consumer who paid for all or part of the price of a prescription drug based on the BBAWP published by FDB, or
- A TPP that reimbursed for drugs based on the BBAWP published by FDB.

A TPP is an entity that is:

- (a) A party to a contract, issuer of a policy, or sponsor of a plan, *and*
- (b) At risk, under such contract, policy, or plan, to pay or reimburse all or part of the cost of prescription drugs dispensed to covered natural persons.

TPPs include insurance companies, union health and welfare benefit plans and self-insured employers. Entities with self-funded plans that contract with a health insurance company or other entity to serve as a third-party claims administrator to administer their prescription drug benefits qualify as TPPs. Private plans that cover government employees and/or retirees are also included. (For a more comprehensive definition of Third-Party Payors refer to the Settlement Agreement. Question 21 provides instruction on how to obtain a copy of the Settlement Agreement).

## BENEFITS OF THE PROPOSED SETTLEMENT

### 7. What does the Proposed Settlement provide?

The Proposed Settlement does not provide cash payments by FDB to Class Members. But substantial benefit is provided to the Class because FDB will lower the markup factor used to determine the BBAWP for certain pharmaceuticals for which they publish price information. This may result in a reduction in the prices for these pharmaceuticals. This reduction has been estimated to save over a billion dollars for consumers, insurance providers and TPPs in just a single 12-month period. Within 2 years, FDB will also cease to publish the BBAWP data field, subject to certain exceptions. In addition, FDB will cooperate as outlined below in providing information on pharmaceutical pricing in connection with other litigation. This may provide additional benefits to Class Members in other pharmaceutical pricing litigation.

Specifically, FDB will:

(a) Reduce the WAC to BBAWP markup it utilizes for all pharmaceuticals listed on Exhibit A to the Settlement Agreement to 1.20. Currently, the pharmaceuticals on Exhibit A have a WAC to BBAWP markup of 1.25. As for other pharmaceuticals in the FDB database that are on a markup factor basis and have a WAC to BBAWP mark up of less than 1.20, FDB agrees that it shall not increase the WAC to BBAWP markup for those pharmaceuticals at anytime in the future.

FDB will not at any time thereafter increase the WAC to BBAWP markup of any pharmaceutical above 1.20 unless a different methodology for determining WAC, BBAWP or markups is adopted. In addition, if verifiable pharmaceutical wholesale price information becomes available as a result of changes in law, regulation or industry practice, FDB may publish such information. (This is subject to certain limitations as outlined in the Proposed Settlement Agreement.)

(b) Discontinue publishing, electronically or otherwise, the BBAWP data field for any prescription pharmaceutical within two years from the Effective Date of the Proposed Settlement. (This is subject to certain limitations as outlined in the Settlement Agreement.)

(c) Establish and maintain for a period of three (3) years from the Effective Date of the Proposed Settlement at its expense, an FDB Data Room. FDB will provide reasonable access to the FDB Data Room and its contents to all Class Members and **Class Settlement Counsel**. Access will be provided in connection with any claim or potential claim brought or contemplated against other defendants in litigation involving pharmaceutical pricing and reimbursement.

In addition, in connection with litigation *In re Pharmaceutical Industry Average Wholesale Price Litig.*, MDL 1456 (“AWP MDL”), FDB will cooperate with and facilitate the interview of certain FDB employees involved in the drug price reporting and price data acquisition activities of FDB. FDB will also make reasonable efforts to make its employees and officers with relevant knowledge



available for trial testimony in connection with (1) any trial of claims against the remaining defendant or defendants in this Class Action, (2) any trial in the AWP MDL, and (3) any trial of claims similar to those brought by Plaintiffs in the AWP MDL brought by State Attorneys General.

## **REMAINING IN THE CLASS**

### **8. What happens if I do nothing and stay in the Class?**

If you do nothing, you will be included in the Class. You will be bound by the terms and conditions of the Proposed Settlement. You will not be able to pursue any other lawsuit against FDB concerning or related in any way to the claims alleged in this lawsuit. If the Proposed Settlement is approved, Plaintiffs claims against FDB will be completely “released.”

The Proposed Settlement provides that the claims against FDB will be released and members of the Class will never be able to file a lawsuit for any claim related to this lawsuit. All Class Members agree that they will not seek to file a claim against any FDB Releasee based, in whole or in part, on any of the Released Class Claims.

Class Members agree to forever release all claims even if s/he later discovers new facts regarding the claims in this lawsuit. This includes any claims whether known or unknown, suspected or unsuspected, contingent or non-contingent. All claims will be release forever whether or not the facts were concealed or hidden, without regard to the subsequent discovery or existence of such different or additional facts.

### **9. If I remain in the Class what claims am I specifically giving up?**

"Released Claims" which shall mean any and all known or unknown claims, demands, actions, suits, causes of action, damages whenever incurred whether compensatory, punitive, or exemplary, liabilities of any nature or under any theory whatsoever. This includes costs, expenses, penalties and attorneys' fees, in law, equity, or statutory that any Class member who did not opt-out ever had or now has, directly, representatively, derivatively or in any capacity, arising out of any conduct, events or transactions relating to the collection, calculation, formulas, markup, determination, dissemination, publication of, and representations concerning, the AWP or BBAWP or similar data published or disseminated by First DataBank, Inc. electronically or otherwise for any prescription pharmaceuticals. This includes but is not limited to, the allegations contained in the action entitled *New England Carpenters Health Benefits Fund et al. v. First Databank, Inc., et al.*, Civil Action No. 1:05-CV-11148 (D.Mass.).



## 10. What entities am I releasing?

The Released Entities are:

- First DataBank, Inc., its parent, subsidiaries, and affiliates and their past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors, successors and assigns;
- Medispan, a division of Wolters Kluwer Health, Inc., its parent, subsidiaries, and affiliates and their (including Medispan's) past, present and future officers, directors, trustees, employees, agents, attorneys, shareholders, predecessors and assigns (collectively referred to herein as "Medispan") only during the following time periods:

(1) the period when Medispan was owned by First DataBank, and (2) the period from December 19, 2001 to and including October 2, 2004, when First DataBank was required to divest the Medispan business and provide related editorial and consulting services to Medispan.

## EXCLUDING YOURSELF FROM THE PROPOSED SETTLEMENT CLASS

### 11. What do I do if I don't want to be in the Proposed Settlement?

If you are a consumer or a TPP and you don't want to be in the Class and you want to keep the right to sue FDB about the same claims on your own, you must take steps to get out of the Class. This is called excluding yourself. By excluding yourself, you keep the right to file your own lawsuit or join another lawsuit against FDB about the claims in this lawsuit. If you exclude yourself from the Class, you will not be in the Proposed Settlement.

### 12. How do I exclude myself from the Class?

If you are a consumer and wish to exclude yourself from the Class, you can (a) fill out and mail the opt-out form attached to the back of this Notice or (b) send a letter signed by you that includes all of the following:

- Your name, address, and telephone number;
- The name and number of the lawsuit: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from the Class.

If you are a TPP and wish to be excluded from the Class, you can (a) fill out and mail the opt-out form attached to the back of this Notice or (b) send a letter signed by you that includes all of the following:

- The name, address, and telephone number of the TPP;

- The name and number of the lawsuit: *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS;
- The tax identification number for the TPP;
- A statement that the individual signing the letter is authorized to act on behalf of the TPP;
- If you have hired your own lawyer, the name, address, and telephone number of your lawyer; and
- A statement that you want to be excluded from the Class.

If a TPP seeks to act on behalf of other TPPs for which it administers pharmaceutical benefits, the exclusion letter must also include the tax identification numbers for each entity seeking to be excluded. It must also include a statement that the individual signing the letter has the authority to act on behalf of such entity either expressly or by contract.

All exclusion letters must be mailed first class, **postmarked on or before [Month Date,] 2007**, to:

FDB AWP Litigation Administrator  
P.O. Box xxx  
City, State Zip code

Please remember that you can't exclude yourself by phone or by sending an email.

## **COMMENTING ON THE PROPOSED SETTLEMENT**

### **13. Can I object to or comment on the Proposed Settlement?**

If you have comments about, or disagree with, any aspect of the Proposed Settlement, including the requested attorneys' fees or the expense reimbursement plan, you may express your views to the Court through a written response to the Proposed Settlement. The written response should include your name, address, telephone number and a brief explanation of your reasons for objection. The document **must** be signed to ensure the Court's review. The response must be postmarked no later than **Month, Day 2007** and mailed to:

Clerk of Court  
John Joseph Moakley U.S. Courthouse  
1 Courthouse Way, Suite 2300  
Boston, Massachusetts 02210

In addition, your document must clearly state that it relates to the following Civil Action Number:

No. 1:05-CV-11148-PBS

**14. What is the difference between objecting to the Proposed Settlement and excluding myself from the Proposed Settlement?**

An objection to the Proposed Settlement is made when you wish to remain a Class Member and be subject to the Proposed Settlement, but disagree with some aspect of the Proposed Settlement. An objection allows your views to be heard in Court. In contrast, exclusion means that you are no longer a Class Member and ultimately do not want to be subject to the Proposed Settlement's terms and conditions. Once excluded, you lose any right to object to the Proposed Settlement or to the attorneys' fees because the case no longer affects you.

**THE LAWYERS REPRESENTING YOU**

**15. Do I have a lawyer representing my interests in this case?**

Yes. The Court has appointed the following law firms to represent you and other Class Members:

Hagens Berman Sobol Shapiro LLP  
[www.hagens-berman.com](http://www.hagens-berman.com)  
1301 Fifth Avenue, Suite 2900  
Seattle, WA 98101

*and*

One Main Street, 4<sup>th</sup> Floor  
Cambridge, MA 02142

Mark H. Edelson  
Edelson & Associates LLC  
45 West Court Street  
Doylestown, PA 18901

Spector Roseman & Kodroff, PC  
[www.srk-law.com](http://www.srk-law.com)  
1818 Market Street, Suite 2500  
Philadelphia, PA 19103

Wexler Toriseva Wallace LLP  
[www.wtwlaw.us](http://www.wtwlaw.us)  
One North LaSalle St., Suite 2000  
Chicago, IL 60602

These lawyers are called Class Counsel. You won't be charged personally for these lawyers, but they will ask the Court to award them a fee. More information about Class Counsel and their experience is available at the Web sites listed above.

**16. How will the lawyers be compensated?**

Class Counsel will request that the Court award attorneys' fees and expenses. Subject to Court approval, FDB will pay the fees and expenses that the Court awards, not to exceed (a) \$625,000 in fees, (b) \$125,000 for the maintenance of the FDB Data Room for a period of three years, and (c) \$200,000 in expenses. This amount is exclusive of amounts expended in connection with notice to Class Members that shall be paid by FDB. Again, if you choose to hire your own attorney, you will be responsible for that attorney's fees and expenses.

**17. Should I get my own lawyer?**

You don't need to hire your own lawyer, but if you want your own lawyer to speak for you or appear in Court, you must file a Notice of Appearance (*see* Question 20 to find out how to submit a Notice of Appearance). If you hire a lawyer to appear for you in the lawsuit, you will have to make your own arrangement for that lawyer's compensation.

**THE COURT'S FINAL APPROVAL HEARING**

**18. When and where will the Court decide on whether to grant final approval of the Proposed Settlement?**

The Court will hold a Final Approval Hearing on \_\_\_\_\_ at \_\_\_\_\_ to consider whether the Proposed Settlement is fair, reasonable, and adequate. At the Hearing, the Court will decide whether to approve the Proposed Settlement and the motion for attorneys' fees and expenses. If comments or objections have been received, the Court will consider them at this time.

Note: The Hearings may be postponed to a different date without additional notice. Updated information will be posted on the FDB AWP Litigation Web site at [www.xxxxxxx.com](http://www.xxxxxxx.com).

**19. Must I attend the Final Approval Hearing?**

Attendance is not required, even if you properly mailed a written response. Class Counsel is prepared to answer the Court's questions on your behalf. If you or your personal attorney still want to attend the Hearing, you are more than welcome at your expense. However, it is not necessary that either of you attend. As long as the objection was postmarked before the deadline it will be considered by the Court.

**20. May I speak at the Final Approval Hearing?**

You may speak at the Final Approval Hearing or hire your own lawyer to speak on your behalf. If you want your own lawyer instead of Class Counsel to speak at the Final Approval Hearing, you must give the Court a paper that is called a "Notice of Appearance." The Notice of Appearance should include the name and number of the lawsuit, and state that you wish to enter an appearance at the Fairness Hearing. It also must include your name, address, telephone number, and signature. Your "Notice of Appearance" **must** be postmarked no later than **Month Day 2007**. You cannot speak at Hearing if you asked to be excluded from the Proposed Settlement Class.

The Notice of Appearance must be filed with the Court at the following address:

Clerk of Court  
John Joseph Moakley U.S. Courthouse  
1 Courthouse Way, Suite 2300  
Boston, Massachusetts 02210

The Notice of Appearance must be filed using the following Civil Action Number:

No. 1:05-CV-11148-PBS

## **GETTING MORE INFORMATION**

### **21. Where do I obtain more information?**

More details are in the Settlement Agreement and Exhibits filed by Class Counsel, and the other legal documents that have been filed with the Court in this lawsuit. You can look at and copy these legal documents at any time during regular office hours at the Office of the Clerk of Court, John Joseph Moakley U.S. Courthouse, 1 Courthouse Way, Suite 2300, Boston, Massachusetts 02210. These documents will also be available on the FDB AWP Litigation Web site at [www.xxxxxxx.com](http://www.xxxxxxx.com).

In addition, if you have any questions about the lawsuit or this Notice, you may:

- Visit the FDB AWP Litigation Web site [www.xxxx.com](http://www.xxxx.com)
- Call toll free 1-xxx-xxx-xxxx (hearing impaired call 1-yyy-yyy-yyyy)
- Write to: FDB AWP Litigation Administrator, PO Box xxxx, City, State Zip

**[date]**

**INSERT EXLCUSION FORM**

# EXHIBIT 2

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
AK	Anchorage	<i>Daily News</i>	75,579	Parade Magazine
AK	Fairbanks	<i>News-Miner</i>	19,889	Parade Magazine
AK	Juneau	<i>Empire</i>	5,831	USA Weekend
AK	Kenai	<i>Peninsula Clarion</i>	6,500	USA Weekend
AL	Alexander City	<i>Outlook</i>	3,721	Parade Magazine
AL	Anniston	<i>Star</i>	25,930	Parade Magazine
AL	Birmingham	<i>News</i>	180,783	Parade Magazine
AL	Cullman	<i>Times</i>	11,049	USA Weekend
AL	Decatur	<i>Daily</i>	24,032	Parade Magazine
AL	Dothan	<i>Eagle</i>	34,657	USA Weekend
AL	Florence	<i>Times Daily</i>	32,310	Parade Magazine
AL	Gadsden	<i>Times</i>	22,608	Parade Magazine
AL	Huntsville	<i>Times</i>	72,275	Parade Magazine
AL	Jasper	<i>Mountain Eagle</i>	10,667	USA Weekend
AL	Mobile	<i>Register</i>	117,279	Parade Magazine
AL	Montgomery	<i>Advertiser</i>	57,955	USA Weekend
AL	Opelika	<i>News</i>	15,279	USA Weekend
AL	Selma	<i>The Selma Times-Journal</i>	6,663	Parade Magazine
AL	Talladega	<i>Daily Home</i>	9,723	Parade Magazine
AL	Tuscaloosa	<i>News</i>	35,541	Parade Magazine
AR	Blytheville	<i>Courier News</i>	4,948	Parade Magazine
AR	Conway	<i>Log Cabin Democrat</i>	11,271	USA Weekend
AR	El Dorado	<i>South Arkansas Sunday News</i>	15,240	USA Weekend
AR	Fort Smith	<i>Southwest Times Record</i>	43,205	USA Weekend
AR	Harrison	<i>Times</i>	10,317	USA Weekend
AR	Hot Springs	<i>Sentinel - Record</i>	18,301	USA Weekend
AR	Jonesboro	<i>Sun</i>	21,416	USA Weekend
AR	Little Rock	<i>Arkansas Democrat-Gazette</i>	275,991	Parade Magazine
AR	Mountain Home	<i>Baxter Bulletin</i>	11,589	USA Weekend
AR	Paragould	<i>Press</i>	4,989	USA Weekend
AR	Pine Bluff	<i>Commercial</i>	16,770	USA Weekend
AR	Russellville	<i>Courier</i>	9,623	USA Weekend
AR	Searcy	<i>Citizen</i>	5,980	USA Weekend
AR	Springdale	<i>Morning News of Northwest Arkansas</i>	40,154	USA Weekend
AZ	Bullhead City	<i>Mohave Valley Daily News</i>	10,423	USA Weekend
AZ	Casa Grande	<i>Dispatch</i>	11,332	USA Weekend
AZ	Douglas	<i>Dispatch</i>	2,065	USA Weekend
AZ	Flagstaff	<i>Arizona Daily Sun</i>	12,100	Parade Magazine
AZ	Kingman	<i>Miner</i>	8,968	USA Weekend
AZ	Lake Havasu City	<i>News-Herald</i>	11,428	USA Weekend
AZ	Mesa	<i>Tribune</i>	86,507	Parade Magazine
AZ	Phoenix	<i>Arizona Republic</i>	556,465	USA Weekend
AZ	Prescott	<i>Courier</i>	19,992	USA Weekend
AZ	Sierra Vista	<i>Herald</i>	10,329	USA Weekend
AZ	Sun City	<i>News-Sun</i>	15,819	USA Weekend
AZ	Tucson	<i>Star</i>	173,064	USA Weekend
AZ	Tucson	<i>Arizona Daily Star</i>	173,064	Parade Magazine
AZ	Yuma	<i>Daily Sun</i>	25,966	Parade Magazine
CA	Auburn	<i>Journal</i>	11,804	USA Weekend
CA	Bakersfield	<i>Californian</i>	74,742	Parade Magazine
CA	Barstow/Victorville	<i>Desert Dispatch/Press</i>	37,157	USA Weekend
CA	Benicia	<i>Herald</i>	3,522	USA Weekend
CA	Chico	<i>Enterprise-Record</i>	33,374	USA Weekend

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
CA	Davis	<i>Enterprise</i>	10,283	USA Weekend
CA	El Centro	<i>Imperial Valley Press</i>	13,176	USA Weekend
CA	Eureka	<i>Times - Standard</i>	20,943	USA Weekend
CA	Fairfield	<i>Republic</i>	20,949	USA Weekend
CA	Fresno	<i>Bee</i>	183,744	Parade Magazine
CA	Grass Valley	<i>Union</i>	16,818	USA Weekend
CA	Hanford	<i>Sentinel</i>	12,959	USA Weekend
CA	Hayward-Fremont-Newark-PI	<i>ANG Newspapers</i>	107,256	USA Weekend
CA	Lakeport	<i>Lake County Record Bee</i>	8,168	USA Weekend
CA	Lodi	<i>News Sentinel</i>	16,855	USA Weekend
CA	Lompoc-Santa Maria	<i>Record-Times</i>	25,388	USA Weekend
CA	Los Angeles	<i>Daily News</i>	187,740	USA Weekend
CA	Los Angeles	<i>Times</i>	1,231,318	Parade Magazine
CA	Los Angeles County	<i>Breeze</i>	70,594	USA Weekend
CA	Los Angeles County	<i>Press Telegram</i>	95,771	USA Weekend
CA	Los Angeles County	<i>Star News-Valley Tribune-Daily News</i>	90,691	USA Weekend
CA	Madera	<i>Tribune</i>	4,877	USA Weekend
CA	Marin County	<i>Independent Journal</i>	40,223	USA Weekend
CA	Marysville	<i>Appeal - Democrat</i>	21,681	USA Weekend
CA	Merced	<i>Sun-Star</i>	20,189	USA Weekend
CA	Modesto	<i>Bee</i>	88,380	Parade Magazine
CA	Monterey	<i>County Herald</i>	32,866	Parade Magazine
CA	Napa	<i>Napa Valley Register</i>	17,873	USA Weekend
CA	Oakland	<i>Oakland Tribune</i>	55,138	USA Weekend
CA	Oceanside/Escondido	<i>North County Times</i>	92,073	Parade Magazine
CA	Ontario	<i>Bulletin</i>	66,318	USA Weekend
CA	Palm Springs	<i>The Desert Sun</i>	58,464	USA Weekend
CA	Palmdale	<i>Antelope Valley Press</i>	26,656	USA Weekend
CA	Porterville	<i>Recorder</i>	9,146	USA Weekend
CA	Red Bluff	<i>News</i>	7,205	USA Weekend
CA	Redding	<i>Record Searchlight</i>	38,632	Parade Magazine
CA	Redlands	<i>Redlands Daily Facts</i>	6,875	USA Weekend
CA	Riverside	<i>Press-Enterprise</i>	185,099	Parade Magazine
CA	Sacramento	<i>Bee</i>	330,993	Parade Magazine
CA	Salinas	<i>Californian</i>	20,317	USA Weekend
CA	San Bernardino	<i>Sun</i>	72,821	USA Weekend
CA	San Diego	<i>Union-Tribune</i>	408,392	Parade Magazine
CA	San Francisco	<i>Chronicle</i>	451,504	Parade Magazine
CA	San Jose	<i>Mercury News</i>	263,373	Parade Magazine
CA	San Luis Obispo	<i>Tribune</i>	43,757	Parade Magazine
CA	San Mateo	<i>County Times</i>	34,450	USA Weekend
CA	Santa Ana	<i>Orange County Register</i>	354,632	Parade Magazine
CA	Santa Barbara	<i>News-Press</i>	42,375	USA Weekend
CA	Santa Cruz	<i>County Sentinel</i>	25,930	USA Weekend
CA	Santa Rosa	<i>Press Democrat</i>	86,766	Parade Magazine
CA	Stockton	<i>Record</i>	65,575	Parade Magazine
CA	Tulare-Visalia	<i>Advance Register-Times Delta</i>	30,984	USA Weekend
CA	Ukiah	<i>Journal</i>	7,233	USA Weekend
CA	Vacaville	<i>Reporter</i>	18,749	USA Weekend
CA	Vallejo	<i>Times-Herald</i>	20,525	USA Weekend
CA	Ventura County	<i>Star f</i>	100,502	Parade Magazine
CA	Walnut Creek	<i>Contra Costa Times</i>	190,613	Parade Magazine
CA	Watsonville	<i>Register-Pajaronian</i>	5,433	USA Weekend



**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
CA	Woodland	<i>Democrat</i>	9,441	USA Weekend
CO	Boulder	<i>Sunday Camera</i>	38,161	Parade Magazine
CO	Canon City	<i>Daily Record</i>	7,941	USA Weekend
CO	Colorado Springs	<i>Gazette</i>	110,820	Parade Magazine
CO	Denver	<i>Post &amp; Rocky Mountain News</i>	704,806	Parade Magazine
CO	Denver	<i>Post/Rocky Mountain News</i>	704,806	USA Weekend
CO	Durango	<i>Herald</i>	8,723	USA Weekend
CO	Fort Collins	<i>Coloradoan</i>	33,420	USA Weekend
CO	Glenwood Springs	<i>Western Slope</i>	1,576	Parade Magazine
CO	Grand Junction	<i>Sentinel</i>	33,763	Parade Magazine
CO	Greeley	<i>Tribune</i>	28,612	USA Weekend
CO	Longmont	<i>Times-Call</i>	23,149	USA Weekend
CO	Loveland	<i>Reporter-Herald</i>	18,149	USA Weekend
CO	Montrose	<i>Press</i>	5,572	USA Weekend
CO	Pueblo	<i>Chieftan</i>	53,078	Parade Magazine
CT	Danbury	<i>News-Times</i>	33,149	Parade Magazine
CT	Fairfield	<i>County Post</i>	85,772	USA Weekend
CT	Hartford	<i>Courant</i>	272,918	USA Weekend
CT	Manchester	<i>Journal Inquirer</i>	42,467	Parade Magazine
CT	Manchester	<i>Journal Inquirer</i>	40,216	USA Weekend
CT	Meriden	<i>Record-Journal</i>	20,937	USA Weekend
CT	New Britain	<i>Herald</i>	25,051	USA Weekend
CT	New Haven	<i>Register</i>	90,389	USA Weekend
CT	New London	<i>Day</i>	43,442	Parade Magazine
CT	Norwalk	<i>Hour</i>	14,183	USA Weekend
CT	Norwich	<i>Bulletin</i>	28,413	USA Weekend
CT	Stamford/Greenwich	<i>Advocate/Times</i>	38,434	Parade Magazine
CT	Torrington	<i>Register-Citizen</i>	7,215	USA Weekend
CT	Waterbury	<i>Republican-American</i>	61,100	Parade Magazine
CT		<i>Record-Journal</i>	11,568	Parade Magazine
DC	Suburban Washington	<i>Examiner</i>	243,151	USA Weekend
DC	Washington	<i>Post</i>	960,684	Parade Magazine
DC	Washington	<i>Times</i>	76,917	USA Weekend
DE	Dover	<i>Delaware State News</i>	25,719	Parade Magazine
DE	Wilmington	<i>News Journal</i>	134,865	USA Weekend
FL	Boca Raton	<i>News</i>	17,391	USA Weekend
FL	Bradenton	<i>Herald</i>	57,320	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	4,964	USA Weekend
FL	Charlotte Harbor/Venice Beach	<i>Sun/Gondalier Sun</i>	55,644	USA Weekend
FL	Crystal River	<i>Citrus County Chronicle</i>	31,851	USA Weekend
FL	Daytona Beach	<i>News-Journal</i>	125,754	USA Weekend
FL	Fort Lauderdale	<i>South Florida Sun-Sentinel</i>	339,728	USA Weekend
FL	Fort Myers	<i>News-Press</i>	120,342	USA Weekend
FL	Fort Walton Beach	<i>Northwest Florida News</i>	45,177	Parade Magazine
FL	Gainesville	<i>Sun</i>	54,205	Parade Magazine
FL	Jacksonville	<i>Times-Union</i>	222,392	USA Weekend
FL	Lake City	<i>Reporter</i>	8,657	Parade Magazine
FL	Lakeland	<i>Ledger</i>	91,288	Parade Magazine
FL	Leesburg	<i>Commercial</i>	25,019	USA Weekend
FL	Marianna	<i>Jackson County Floridan</i>	6,738	USA Weekend
FL	Melbourne	<i>Today</i>	102,891	USA Weekend
FL	Miami	<i>El Nuevo Herald</i>	98,261	Parade Magazine
FL	Miami	<i>Herald</i>	390,171	Parade Magazine

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
FL	Naples	<i>News</i>	79,061	Parade Magazine
FL	Ocala	<i>Star-Banner</i>	54,160	Parade Magazine
FL	Orlando	<i>Sentinel</i>	341,025	Parade Magazine
FL	Panama City	<i>News-Herald</i>	34,152	USA Weekend
FL	Pensacola	<i>News Journal</i>	75,526	USA Weekend
FL	Sarasota	<i>Herald-Tribune</i>	138,675	Parade Magazine
FL	Sebring	<i>Highlands Today</i>	20,445	USA Weekend
FL	St. Augustine	<i>Record</i>	18,837	USA Weekend
FL	St. Petersburg	<i>Times</i>	422,410	Parade Magazine
FL	Tallahassee	<i>Democrat</i>	63,761	USA Weekend
FL	Tampa	<i>Tribune</i>	309,916	Parade Magazine
FL	The Villages	<i>The Villages Daily Sun</i>	30,268	USA Weekend
FL	Treasure Coast	<i>News-Press-Tribune</i>	120,358	Parade Magazine
FL	West Palm Beach	<i>Post</i>	211,697	Parade Magazine
FL	Winter Haven	<i>News-Chief</i>	9,387	USA Weekend
GA	Albany	<i>Sunday</i>	25,969	USA Weekend
GA	Americus	<i>Times-Recorded</i>	6,511	Parade Magazine
GA	Athens	<i>Banner Herald and News</i>	31,159	USA Weekend
GA	Atlanta	<i>Journal-Constitution</i>	561,405	Parade Magazine
GA	Augusta	<i>Chronicle</i>	92,292	USA Weekend
GA	Canton	<i>Cherokee Tribune</i>	5,554	USA Weekend
GA	Carrollton	<i>Times-Georgian</i>	8,427	USA Weekend
GA	Columbus	<i>Ledger-Enquirer</i>	53,625	Parade Magazine
GA	Cordele	<i>Dispatch</i>	4,529	Parade Magazine
GA	Dalton	<i>Citizen-News</i>	12,244	USA Weekend
GA	Douglasville	<i>County Sentinel</i>	4,000	USA Weekend
GA	Dublin	<i>Courier-Herald</i>	9,954	USA Weekend
GA	Gainesville	<i>Times</i>	20,392	USA Weekend
GA	Griffin	<i>News</i>	7,829	USA Weekend
GA	Jonesboro	<i>News Daily</i>	3,151	USA Weekend
GA	Lawrence-Conyers	<i>Sunday Citizen-Daily Post</i>	112,884	USA Weekend
GA	Macon	<i>Telegraph</i>	76,784	Parade Magazine
GA	Marietta	<i>Journal</i>	17,653	USA Weekend
GA	McDonough	<i>Daily Herald</i>	3,015	USA Weekend
GA	Milledgeville	<i>Union-Recorder</i>	7,827	USA Weekend
GA	Moultrie	<i>Observer</i>	6,697	Parade Magazine
GA	Newnan	<i>Times - Herald</i>	10,450	USA Weekend
GA	Rome	<i>News Tribune</i>	19,038	Parade Magazine
GA	Savannah	<i>Morning News</i>	64,308	USA Weekend
GA	Statesboro	<i>Herald</i>	7,779	Parade Magazine
GA	Thomasville	<i>Times-Enterprise</i>	9,510	Parade Magazine
GA	Tifton	<i>Gazette</i>	9,500	Parade Magazine
GA	Valdosta	<i>Daily Times</i>	18,278	Parade Magazine
HI	Hilo	<i>Tribune-Herald</i>	21,436	USA Weekend
HI	Honolulu	<i>Advertiser</i>	158,021	USA Weekend
HI	Honolulu	<i>Star-Bulletin</i>	60,984	Parade Magazine
HI	Kailua-Kona	<i>West Hawaii Today</i>	16,124	USA Weekend
HI	Lihue	<i>Garden Island</i>	9,424	USA Weekend
HI	Wailuku	<i>Maui News</i>	26,547	Parade Magazine
IA	Ames	<i>Tribune</i>	12,426	Parade Magazine
IA	Burlington	<i>Hawk Eye</i>	20,589	Parade Magazine
IA	Cedar Rapids	<i>Gazette</i>	75,616	Parade Magazine
IA	Clinton	<i>Herald</i>	11,866	USA Weekend

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
IA	Council Bluffs	<i>Nonpareil</i>	20,762	USA Weekend
IA	Davenport-Bettendorf	<i>Quad City Times</i>	67,931	Parade Magazine
IA	Des Moines	<i>Register</i>	240,912	USA Weekend
IA	Dubuque-East Dubuque	<i>Telegraph-Herald</i>	33,684	USA Weekend
IA	Fort Dodge	<i>Messenger</i>	18,856	Parade Magazine
IA	Iowa City	<i>Press-Citizen</i>	16,228	USA Weekend
IA	Marshalltown	<i>Times-Republican</i>	10,782	Parade Magazine
IA	Mason City	<i>Globe-Gazette</i>	22,915	Parade Magazine
IA	Muscatine	<i>Journal</i>	7,554	USA Weekend
IA	Sioux City	<i>Journal</i>	42,313	USA Weekend
IA	Waterloo	<i>Courier</i>	51,420	Parade Magazine
ID	Boise	<i>Idaho Statesman</i>	86,388	USA Weekend
ID	Coeur d'Alene	<i>Press</i>	31,600	USA Weekend
ID	Idaho Falls	<i>Post-Register</i>	26,290	Parade Magazine
ID	Lewiston-Clarkson	<i>Tribune</i>	25,602	Parade Magazine
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	20,876	Parade Magazine
ID	Pocatello	<i>Idaho State Journal</i>	18,035	Parade Magazine
ID	Rexburg	<i>Standard Journal</i>	4,900	USA Weekend
ID	Twin Falls	<i>Times-News</i>	23,281	Parade Magazine
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	26,710	USA Weekend
IL	Aurora	<i>Beacon News</i>	28,861	USA Weekend
IL	Belleville	<i>News-Democrat</i>	65,847	Parade Magazine
IL	Benton	<i>News</i>	2,968	USA Weekend
IL	Bloomington	<i>Pantagraph</i>	50,019	Parade Magazine
IL	Carbondale	<i>Southern Illinoisan</i>	36,682	Parade Magazine
IL	Centralia-Central City	<i>Sentinel</i>	14,294	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	45,826	Parade Magazine
IL	Charleston	<i>Time-Courier</i>	6,606	USA Weekend
IL	Chicago	<i>Sun-Times</i>	320,371	USA Weekend
IL	Chicago	<i>Tribune</i>	957,212	Parade Magazine
IL	Chicago Suburban	<i>Herald</i>	149,371	USA Weekend
IL	Chicago Suburban	<i>Southtown</i>	52,927	USA Weekend
IL	Crystal Lake	<i>Northwest Herald</i>	39,757	USA Weekend
IL	Danville	<i>Commercial News</i>	16,126	USA Weekend
IL	Decatur	<i>Herald and Review</i>	44,359	Parade Magazine
IL	DeKalb	<i>Daily Chronicle</i>	10,567	Parade Magazine
IL	DuQuoin	<i>Call</i>	3,648	USA Weekend
IL	Effingham	<i>Daily News</i>	12,407	USA Weekend
IL	Eldorado	<i>Journal</i>	1,100	USA Weekend
IL	Elgin	<i>Courier News</i>	13,320	USA Weekend
IL	Freeport	<i>Journal-Standard</i>	13,183	Parade Magazine
IL	Galesburg	<i>Register-Mail</i>	13,693	Parade Magazine
IL	Geneva	<i>Kane County Chronicle</i>	12,759	USA Weekend
IL	Harrisburg	<i>Register</i>	4,380	USA Weekend
IL	Jacksonville	<i>Journal-Courier</i>	13,985	USA Weekend
IL	Joliet	<i>Herald News</i>	45,224	USA Weekend
IL	Kankakee	<i>Journal</i>	31,362	USA Weekend
IL	La Salle-Peru-Oglesby	<i>Spring Valley News-Tribune</i>	17,601	USA Weekend
IL	Macomb	<i>Journal</i>	4,970	USA Weekend
IL	Marion	<i>Republican</i>	3,000	USA Weekend
IL	Mattoon	<i>Journal Gazette</i>	10,875	USA Weekend
IL	Morris	<i>Daily Herald</i>	6,870	USA Weekend
IL	Mount Vernon	<i>Register News</i>	9,272	USA Weekend

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
IL	Naperville	<i>Sun</i>	16,237	USA Weekend
IL	Pekin	<i>Daily Times</i>	8,387	USA Weekend
IL	Peoria	<i>Journal-Star</i>	83,553	Parade Magazine
IL	Pontiac	<i>Leader</i>	4,004	USA Weekend
IL	Quincy	<i>Herald-Whig</i>	26,477	Parade Magazine
IL	Rock Island-Moline-East Moline	<i>Argus-Dispatch</i>	47,041	USA Weekend
IL	Rockford	<i>Register Star</i>	72,469	USA Weekend
IL	Springfield	<i>State Journal-Register</i>	62,660	Parade Magazine
IL	Sterling-Rock Falls	<i>Sauk Valley Sunday</i>	19,819	USA Weekend
IL	Waukegan	<i>News Sun</i>	22,362	USA Weekend
IL	West Frankfort	<i>American</i>	2,490	USA Weekend
IN	Anderson	<i>Herald Bulletin</i>	23,993	Parade Magazine
IN	Angola	<i>Herald-Republican</i>	4,735	USA Weekend
IN	Auburn	<i>Star</i>	6,556	USA Weekend
IN	Bloomington-Bedford	<i>Times</i>	43,110	Parade Magazine
IN	Bluffton	<i>News Banner</i>	5,031	USA Weekend
IN	Columbus	<i>Republic</i>	20,406	USA Weekend
IN	Connersville	<i>News Examiner</i>	6,569	USA Weekend
IN	Crawfordsville	<i>Journal Review</i>	8,240	USA Weekend
IN	Elkhart	<i>Truth</i>	28,478	USA Weekend
IN	Evansville	<i>Courier &amp; Press</i>	88,888	Parade Magazine
IN	Fort Wayne	<i>Journal-Gazette</i>	121,475	Parade Magazine
IN	Frankfort	<i>The Times</i>	5,919	USA Weekend
IN	Franklin	<i>Journal</i>	17,052	USA Weekend
IN	Ft. Wayne	<i>Journal-Gazette</i>	28,521	USA Weekend
IN	Goshen	<i>News</i>	15,663	Parade Magazine
IN	Greenfield	<i>Reporter</i>	10,152	USA Weekend
IN	Indianapolis	<i>Star</i>	347,217	USA Weekend
IN	Jasper	<i>Herald</i>	12,695	USA Weekend
IN	Kendallville	<i>News Sun</i>	8,291	USA Weekend
IN	Kokomo	<i>Tribune</i>	22,005	Parade Magazine
IN	Lafayette	<i>Journal and Courier</i>	36,202	USA Weekend
IN	Logansport	<i>Pharos-Tribune</i>	9,490	Parade Magazine
IN	Marion	<i>Chronicle-Tribune</i>	19,252	USA Weekend
IN	Merriville	<i>Post-Tribune</i>	71,519	USA Weekend
IN	Michigan City	<i>News-Dispatch</i>	11,129	USA Weekend
IN	Monticello	<i>Herald Journal</i>	5,037	USA Weekend
IN	Muncie	<i>Star Press</i>	34,314	USA Weekend
IN	Munster	<i>Times</i>	91,125	Parade Magazine
IN	New Albany/Jeffersonville	<i>Evening News/Tribune</i>	13,790	Parade Magazine
IN	New Castle	<i>Courier-Times</i>	9,220	USA Weekend
IN	Peru	<i>Tribune</i>	6,224	USA Weekend
IN	Richmond	<i>Palladium-Item</i>	21,294	USA Weekend
IN	Seymour	<i>Tribune</i>	8,369	USA Weekend
IN	Shelbyville	<i>News</i>	8,680	USA Weekend
IN	South Bend	<i>Tribune</i>	94,968	Parade Magazine
IN	Terre Haute	<i>Tribune-Star</i>	30,558	Parade Magazine
IN	Vincennes	<i>Sun-Commercial</i>	11,435	USA Weekend
IN	Wabash	<i>Plain Dealer</i>	5,078	USA Weekend
IN	Warsaw	<i>Times-Union</i>	11,387	USA Weekend
KS	Arkansas City	<i>Traveler</i>	4,500	USA Weekend
KS	Dodge City	<i>Globe</i>	7,504	USA Weekend
KS	Emporia	<i>Gazette</i>	7,924	USA Weekend

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
KS	Garden City	Telegram	8,985	USA Weekend
KS	Great Bend	Tribune	6,249	Parade Magazine
KS	Hays	Daily News	13,879	USA Weekend
KS	Hutchinson	News	35,272	USA Weekend
KS	Kansas City	Kansan	3,744	USA Weekend
KS	Lawrence	Journal-World	19,128	USA Weekend
KS	Leavenworth	Times	5,278	USA Weekend
KS	Manhattan	The Manhattan Mercury	12,121	Parade Magazine
KS	Newton	Kansan	7,472	USA Weekend
KS	Pittsburg	Sun	8,104	USA Weekend
KS	Salina	Journal	28,958	USA Weekend
KS	Topeka	Capital-Journal	54,498	USA Weekend
KS	Wichita	Eagle	143,948	Parade Magazine
KS	Winfield	Courier	4,365	USA Weekend
KY	Ashland	Sunday Independent	18,167	Parade Magazine
KY	Bowling Green	News	25,351	Parade Magazine
KY	Elizabethtown	News-Enterprise	20,045	Parade Magazine
KY	Glasgow	Glasgow Daily Times	9,398	Parade Magazine
KY	Henderson	Gleaner	11,513	Parade Magazine
KY	Hopkinsville	Kentucky New Era	10,614	USA Weekend
KY	Lexington	Herald-Leader	141,019	Parade Magazine
KY	Louisville	Courier-Journal	271,920	USA Weekend
KY	Madisonville	Messenger	7,695	USA Weekend
KY	Maysville	Ledger Independent	8,562	USA Weekend
KY	Owensboro	Messenger-Inquirer	30,380	USA Weekend
KY	Paducah	Sun	27,704	USA Weekend
KY	Richmond	Register	6,543	USA Weekend
KY	Somerset	Commonwealth Journal	9,372	Parade Magazine
LA	Alexandria	Town Talk	38,464	USA Weekend
LA	Baton Rouge	Advocate	126,138	Parade Magazine
LA	Bogalusa	News	4,752	USA Weekend
LA	Crowley	Post Signal	4,950	Parade Magazine
LA	Hammond	Star	13,055	USA Weekend
LA	Houma	Daily Courier	20,264	Parade Magazine
LA	LA State Newspaper Group	Abbeville/Eunice/Vill	12,258	Parade Magazine
LA	Lafayette	Advertiser	54,698	USA Weekend
LA	Lake Charles	American Press	40,602	Parade Magazine
LA	Monroe	News-Star	38,942	USA Weekend
LA	New Iberia	Iberian	14,976	USA Weekend
LA	New Orleans	Times-Picayune	210,000	Parade Magazine
LA	Opelousas	World	10,710	USA Weekend
LA	Ruston	Leader	6,200	Parade Magazine
LA	Shreveport	Times	71,995	USA Weekend
LA	Thibodaux	Daily Comet	10,858	USA Weekend
MA	Attleboro-North Attleboro	Sun-Chronicle	18,911	USA Weekend
MA	Boston	Globe	604,068	Parade Magazine
MA	Boston	Herald	122,712	USA Weekend
MA	Brockton	Enterprise	38,535	USA Weekend
MA	Cape Cod	Sunday Cape Cod Times	49,574	Parade Magazine
MA	Fall River	Herald News	21,127	USA Weekend
MA	Fitchburg-Leominster	Sentinel-Enterprise	17,781	USA Weekend
MA	Framingham	Metro-West Daily	29,885	USA Weekend
MA	Gloucester-Newburyport-Salem	Essex County Newspapers	54,050	USA Weekend

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
MA	Greenfield	<i>Recorder</i>	13,746	USA Weekend
MA	Lowell	<i>Sun</i>	50,096	USA Weekend
MA	New Bedford	<i>Standard-Times</i>	34,217	Parade Magazine
MA	North Adams	<i>Transcript</i>	7,255	USA Weekend
MA	North Andover	<i>Eagle-Tribune</i>	50,567	USA Weekend
MA	Northampton	<i>Daily Hampshire Gazette</i>	19,422	USA Weekend
MA	Pittsfield	<i>Eagle</i>	30,170	USA Weekend
MA	Quincy	<i>Patriot Ledger</i>	66,256	USA Weekend
MA	Springfield	<i>Sunday Republican</i>	125,864	Parade Magazine
MA	Taunton	<i>Gazette</i>	8,791	USA Weekend
MA	Worcester	<i>Sunday Telegram</i>	109,419	Parade Magazine
MD	Annapolis	<i>Capital</i>	45,217	USA Weekend
MD	Baltimore	<i>Sun</i>	401,918	Parade Magazine
MD	Cumberland	<i>Times-News</i>	31,232	Parade Magazine
MD	Easton	<i>Star-Democrat</i>	17,625	USA Weekend
MD	Frederick	<i>News-Post</i>	38,471	USA Weekend
MD	Hagerstown	<i>Herald/Mail</i>	39,041	Parade Magazine
MD	Salisbury	<i>Times</i>	29,275	USA Weekend
MD	Westminster	<i>Carroll County Times</i>	27,155	USA Weekend
ME	Augusta-Waterville	<i>Kennebec Journal-Morning Sentinel</i>	31,290	USA Weekend
ME	Bangor	<i>News</i>	64,983	USA Weekend
ME	Biddeford	<i>Journal Tribune</i>	7,002	USA Weekend
ME	Lewiston-Auburn	<i>Sun-Journal</i>	33,679	USA Weekend
ME	Portland	<i>Telegram</i>	106,746	Parade Magazine
MI	Adrian	<i>Telegram</i>	15,986	USA Weekend
MI	Alpena	<i>News</i>	10,898	USA Weekend
MI	Ann Arbor	<i>News</i>	62,412	Parade Magazine
MI	Battle Creek	<i>Enquirer</i>	23,522	USA Weekend
MI	Bay City	<i>Times</i>	41,996	Parade Magazine
MI	Benton Harbor-St. Joseph	<i>Herald-Palladium</i>	24,083	USA Weekend
MI	Big Rapids-Manistee	<i>Pioneer-News Advocate</i>	8,985	USA Weekend
MI	Cadillac	<i>News</i>	11,850	USA Weekend
MI	Dearborn	<i>Press &amp; Guide</i>	16,502	Parade Magazine
MI	Detroit	<i>News &amp; Free Press</i>	669,315	USA Weekend
MI	Escanaba	<i>Press</i>	9,690	USA Weekend
MI	Flint	<i>Journal</i>	101,277	Parade Magazine
MI	Grand Haven	<i>Tribune</i>	9,388	USA Weekend
MI	Grand Rapids	<i>Press</i>	182,810	Parade Magazine
MI	Greenville	<i>News</i>	8,835	USA Weekend
MI	Hillsdale	<i>News</i>	6,680	USA Weekend
MI	Holland	<i>Sentinel</i>	18,471	USA Weekend
MI	Houghton	<i>Mining Gazette</i>	9,322	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	16,306	USA Weekend
MI	Huron	<i>Daily Tribune</i>	7,335	Parade Magazine
MI	Iron Mountain-Kingsford	<i>News</i>	9,376	USA Weekend
MI	Jackson	<i>Citizen Patriot</i>	37,541	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	70,694	Parade Magazine
MI	Lansing	<i>State Journal</i>	87,293	USA Weekend
MI	Marquette	<i>Mining Journal</i>	16,682	Parade Magazine
MI	Midland	<i>Daily News</i>	17,564	Parade Magazine
MI	Monroe	<i>News</i>	24,059	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	64,061	Parade Magazine
MI	Mount Pleasant	<i>Morning Sun</i>	12,428	Parade Magazine

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
MI	Muskegon	<i>Chronicle</i>	47,709	Parade Magazine
MI	Owosso	<i>Argus Press</i>	9,929	USA Weekend
MI	Pontiac	<i>The Oakland Press</i>	76,202	Parade Magazine
MI	Port Huron	<i>Times-Herald</i>	29,309	USA Weekend
MI	Royal Oak	<i>Tribune</i>	12,602	Parade Magazine
MI	Saginaw	<i>News</i>	54,095	Parade Magazine
MI	Southgate	<i>News Herald</i>	50,637	Parade Magazine
MI	Traverse City	<i>Record-Eagle</i>	34,967	Parade Magazine
MI		<i>The County Press</i>	12,611	Parade Magazine
MN	Albert Lea	<i>Tribune</i>	7,071	Parade Magazine
MN	Austin	<i>Herald</i>	5,625	Parade Magazine
MN	Bemidji	<i>Pioneer</i>	10,470	Parade Magazine
MN	Brainerd	<i>Dispatch</i>	17,076	USA Weekend
MN	Duluth	<i>News-Tribune</i>	64,398	Parade Magazine
MN	Fairmont	<i>Sentinel</i>	6,901	USA Weekend
MN	Faribault	<i>News</i>	6,158	Parade Magazine
MN	Fergus Falls	<i>Journal</i>	7,464	USA Weekend
MN	Mankato - N. Mankato	<i>Free Press</i>	21,922	Parade Magazine
MN	Marshall	<i>Independent</i>	7,499	USA Weekend
MN	Minneapolis-St. Paul	<i>Star Tribune</i>	606,698	USA Weekend
MN	New Ulm	<i>Journal</i>	8,984	Parade Magazine
MN	Northfield	<i>News</i>	5,086	Parade Magazine
MN	Owatonna	<i>People's Press</i>	7,522	Parade Magazine
MN	Rochester	<i>Post-Bulletin</i>	47,165	USA Weekend
MN	St. Cloud	<i>Times</i>	37,035	USA Weekend
MN	St. Paul	<i>Pioneer Press</i>	251,565	Parade Magazine
MN	Stillwater	<i>Gazette</i>	2,181	USA Weekend
MN	Virginia	<i>Mesabi News</i>	11,313	USA Weekend
MN	Willmar	<i>West Central Tribune</i>	16,194	USA Weekend
MN	Winona	<i>News</i>	12,430	Parade Magazine
MO	Cape Girardeau	<i>Southern Missourian</i>	19,661	Parade Magazine
MO	Columbia	<i>Tribune</i>	18,528	USA Weekend
MO	Columbia	<i>Missourian</i>	4,805	Parade Magazine
MO	Dexter	<i>Daily Statesman</i>	3,482	Parade Magazine
MO	Hannibal	<i>Courier-Post</i>	7,756	USA Weekend
MO	Independence-Blue Springs	<i>Examiner</i>	13,776	USA Weekend
MO	Jefferson City	<i>News &amp; Tribune</i>	23,581	Parade Magazine
MO	Joplin	<i>Globe</i>	36,468	Parade Magazine
MO	Kansas City	<i>Star</i>	367,712	Parade Magazine
MO	Kennett	<i>Daily Dunkin Democrat</i>	3,882	Parade Magazine
MO	Nevada	<i>Sunday Journal</i>	6,000	Parade Magazine
MO	Park Hills	<i>Daily Journal</i>	8,887	Parade Magazine
MO	Poplar Bluff	<i>Daily American</i>	12,831	Parade Magazine
MO	Sedalia	<i>Democrat</i>	11,306	USA Weekend
MO	Sikeston	<i>Standard Democrat</i>	6,992	Parade Magazine
MO	Springfield	<i>News-Leader</i>	86,675	USA Weekend
MO	St. Joseph	<i>News-Press</i>	37,772	Parade Magazine
MO	St. Louis	<i>Post-Dispatch</i>	423,291	Parade Magazine
MS	Biloxi	<i>Sun Herald</i>	49,177	Parade Magazine
MS	Brookhaven	<i>Leader</i>	6,823	Parade Magazine
MS	Clarksdale	<i>Press-Register</i>	4,875	USA Weekend
MS	Columbus	<i>Commercial Dispatch</i>	14,512	Parade Magazine
MS	Corinth	<i>Corinthian</i>	6,629	USA Weekend



**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
MS	Greenville	<i>Delta Democrat-Times</i>	10,167	USA Weekend
MS	Greenwood	<i>Commonwealth</i>	7,659	Parade Magazine
MS	Hattiesburg	<i>American</i>	23,949	USA Weekend
MS	Jackson	<i>Clarion-Ledger</i>	105,532	USA Weekend
MS	Laurel	<i>Leader-Call</i>	7,657	Parade Magazine
MS	McComb	<i>Enterprise-Journal</i>	12,620	Parade Magazine
MS	Meridian	<i>Star</i>	16,268	Parade Magazine
MS	Natchez	<i>Democrat</i>	8,280	USA Weekend
MS	Pascagoula	<i>Mississippi Press</i>	15,913	Parade Magazine
MS	Picayune	<i>Picayune Item</i>	6,500	Parade Magazine
MS	Tupelo	<i>Northeast Mississippi Journal</i>	36,499	Parade Magazine
MS	Vicksburg	<i>Post</i>	14,788	Parade Magazine
MT	Billings	<i>Gazette</i>	52,387	Parade Magazine
MT	Bozeman	<i>Chronicle</i>	17,573	Parade Magazine
MT	Butte-Anaconda	<i>Montana Standard</i>	14,704	Parade Magazine
MT	Great Falls	<i>Tribune</i>	35,264	USA Weekend
MT	Helena	<i>Independent-Record</i>	14,560	Parade Magazine
MT	Kalispell	<i>Daily Inter Lake</i>	16,974	Parade Magazine
MT	Missoula	<i>Missoulian</i>	34,414	Parade Magazine
NC	Asheboro	<i>Courier-Tribune</i>	15,082	USA Weekend
NC	Asheville	<i>Citizen Times</i>	60,101	USA Weekend
NC	Burlington	<i>Times-News</i>	27,345	USA Weekend
NC	Charlotte	<i>Observer</i>	274,125	Parade Magazine
NC	Concord-Kannapolis	<i>Independent Tribune</i>	19,742	USA Weekend
NC	Durham	<i>Herald-Sun</i>	45,114	USA Weekend
NC	Eden	<i>News</i>	3,388	USA Weekend
NC	Elizabeth City	<i>Daily Advance</i>	10,248	Parade Magazine
NC	Fayetteville	<i>Observer-Times</i>	73,314	Parade Magazine
NC	Forest City	<i>Courier</i>	8,041	USA Weekend
NC	Gastonia	<i>Gaston Gazette</i>	32,894	USA Weekend
NC	Goldsboro	<i>News-Argus</i>	22,963	USA Weekend
NC	Greensboro	<i>News &amp; Record</i>	108,848	Parade Magazine
NC	Greenville	<i>Reflector</i>	22,822	Parade Magazine
NC	Henderson	<i>Daily Dispatch</i>	7,477	USA Weekend
NC	Hendersonville	<i>Times-News</i>	18,884	Parade Magazine
NC	Hickory	<i>Record</i>	24,125	USA Weekend
NC	High Point	<i>Enterprise</i>	24,743	USA Weekend
NC	Jacksonville	<i>News</i>	20,890	USA Weekend
NC	Kinston	<i>Free Press</i>	12,094	USA Weekend
NC	Lenoir	<i>News-Topic</i>	8,352	USA Weekend
NC	Lexington	<i>Dispatch</i>	11,448	USA Weekend
NC	Lumberton	<i>The Robesonian</i>	14,935	Parade Magazine
NC	Monroe	<i>Enquirer-Journal</i>	8,765	USA Weekend
NC	Morganton	<i>News-Herald</i>	11,806	USA Weekend
NC	Mount Airy	<i>News</i>	11,017	USA Weekend
NC	New Bern	<i>Sun-Journal</i>	16,315	USA Weekend
NC	Raleigh	<i>News and Observer</i>	213,878	Parade Magazine
NC	Reidsville	<i>Review</i>	5,054	USA Weekend
NC	Roanoke Rapids	<i>Herald</i>	11,638	USA Weekend
NC	Rocky Mount	<i>Telegram</i>	16,697	Parade Magazine
NC	Salisbury	<i>Post</i>	22,585	USA Weekend
NC	Sampson	<i>Independent</i>	8,662	Parade Magazine
NC	Sanford	<i>Herald</i>	9,454	USA Weekend



**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
NC	Shelby	<i>Star</i>	13,866	USA Weekend
NC	Statesville	<i>Record &amp; Landmark</i>	17,812	USA Weekend
NC	Washington	<i>News</i>	9,027	USA Weekend
NC	Wilmington	<i>Star, Star-News</i>	58,807	Parade Magazine
NC	Wilson	<i>Times</i>	16,290	USA Weekend
NC	Winston-Salem	<i>Journal</i>	94,178	Parade Magazine
ND	Bismarck	<i>Tribune</i>	30,948	USA Weekend
ND	Dickinson	<i>Press</i>	6,322	Parade Magazine
ND	Fargo	<i>Forum</i>	60,203	Parade Magazine
ND	Grand Forks	<i>Herald</i>	30,992	USA Weekend
ND	Minot	<i>News</i>	20,580	Parade Magazine
NE	Beatrice	<i>Sun</i>	7,604	USA Weekend
NE	Columbus	<i>Telegram</i>	9,845	USA Weekend
NE	Fremont	<i>Tribune</i>	8,167	USA Weekend
NE	Grand Island	<i>Independent</i>	22,888	USA Weekend
NE	Kearney	<i>Hub</i>	12,456	USA Weekend
NE	Lincoln	<i>Journal Star</i>	82,543	USA Weekend
NE	Norfolk	<i>News</i>	16,969	USA Weekend
NE	North Platte	<i>Telegraph</i>	12,639	USA Weekend
NE	Omaha	<i>World-Herald</i>	231,115	Parade Magazine
NE	Scottsbluff	<i>Star-Herald</i>	15,577	Parade Magazine
NE	York	<i>York News-Times</i>	4,411	USA Weekend
NH	Concord	<i>Monitor</i>	21,965	USA Weekend
NH	Dover	<i>Foster's Democrat</i>	24,730	USA Weekend
NH	Keene	<i>Sentinel</i>	12,715	USA Weekend
NH	Lebanon-Hanover	<i>Valley News</i>	16,595	USA Weekend
NH	Manchester	<i>Sunday News</i>	74,315	Parade Magazine
NH	Nashua	<i>Telegraph</i>	31,593	USA Weekend
NH	Portsmouth	<i>Herald</i>	17,035	Parade Magazine
NJ	Atlantic City	<i>Press</i>	82,768	USA Weekend
NJ	Bergen, Passaic	<i>Record &amp; Herald News</i>	205,084	Parade Magazine
NJ	Bridgewater	<i>Courier-News</i>	37,022	USA Weekend
NJ	Camden-Cherry Hill	<i>Courier-Post</i>	85,144	USA Weekend
NJ	East Brunswick	<i>Home News &amp; Tribune</i>	59,691	USA Weekend
NJ	Jersey City	<i>Jersey Journal</i>	25,958	USA Weekend
NJ	Morristown-Parsippany	<i>Morris Record</i>	42,445	USA Weekend
NJ	Neptune	<i>Asbury Park Press</i>	199,723	USA Weekend
NJ	Newark	<i>Star-Ledger</i>	599,628	Parade Magazine
NJ	Newton	<i>New Jersey Herald</i>	20,527	USA Weekend
NJ	Salem	<i>Today's Sunbeam</i>	9,902	Parade Magazine
NJ	Tom's River	<i>Ocean County Observer</i>	6,693	USA Weekend
NJ	Trenton	<i>Times</i>	67,782	Parade Magazine
NJ	Trenton	<i>Trentonian</i>	30,844	USA Weekend
NJ	Willingboro	<i>Burlington County Times</i>	37,814	Parade Magazine
NJ	Woodbury	<i>Gloucester County Times</i>	26,118	Parade Magazine
NM	Alamogordo	<i>News</i>	7,794	USA Weekend
NM	Albuquerque	<i>Journal</i>	107,555	USA Weekend
NM	Albuquerque	<i>Sunday Journal</i>	148,781	Parade Magazine
NM	Carlsbad	<i>Current-Argus</i>	7,570	USA Weekend
NM	Clovis	<i>News Journal</i>	8,186	USA Weekend
NM	Farmington	<i>Times</i>	19,465	USA Weekend
NM	Gallup	<i>Independent</i>	17,625	USA Weekend
NM	Hobbs	<i>News-Sun</i>	10,073	Parade Magazine

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
NM	Las Cruces	<i>Sun-News</i>	25,031	USA Weekend
NM	Portales	<i>News-Tribune</i>	2,955	USA Weekend
NM	Roswell	<i>Record</i>	11,134	USA Weekend
NM	Santa Fe	<i>New Mexican</i>	26,739	Parade Magazine
NV	Carson City	<i>Nevada Appeal</i>	21,332	Parade Magazine
NV	Elko	<i>Daily Free Press</i>	6,684	USA Weekend
NV	Las Vegas	<i>Review-Journal</i>	219,228	USA Weekend
NV	Las Vegas	<i>Review-Journal &amp; Sun</i>	219,228	Parade Magazine
NV	Reno	<i>Gazette-Journal</i>	76,110	USA Weekend
NV	Sparks	<i>Tribune</i>	6,050	Parade Magazine
NY	Albany	<i>Times Union</i>	133,787	Parade Magazine
NY	Auburn	<i>Citizen</i>	13,895	Parade Magazine
NY	Batavia	<i>Daily News</i>	14,226	USA Weekend
NY	Binghamton	<i>Press &amp; Sun-Bulletin</i>	65,821	USA Weekend
NY	Buffalo	<i>News</i>	273,177	Parade Magazine
NY	Canandaigua	<i>Messenger</i>	13,434	Parade Magazine
NY	Catskill	<i>Daily Mail</i>	2,773	USA Weekend
NY	Corning	<i>Leader</i>	11,803	Parade Magazine
NY	Dunkirk-Fredonia	<i>Observer</i>	10,137	USA Weekend
NY	Elmira	<i>Star-Gazette</i>	35,472	USA Weekend
NY	Geneva	<i>Finger Lakes Times</i>	18,470	Parade Magazine
NY	Glens Falls	<i>Post-Star</i>	35,379	USA Weekend
NY	Gloversville	<i>Leader-Herald</i>	11,281	Parade Magazine
NY	Hornell	<i>Tribune</i>	9,975	Parade Magazine
NY	Hudson	<i>Register Star</i>	5,251	USA Weekend
NY	Ithaca	<i>Journal</i>	20,882	USA Weekend
NY	Jamestown	<i>Post-Journal</i>	18,615	USA Weekend
NY	Kingston	<i>Freeman</i>	19,993	USA Weekend
NY	Long Island	<i>Newsday</i>	488,825	USA Weekend
NY	Medina	<i>Journal-Register</i>	2,829	USA Weekend
NY	Middletown	<i>Record</i>	86,519	Parade Magazine
NY	New York	<i>Post</i>	413,763	Parade Magazine
NY	New York City	<i>Daily News</i>	795,153	USA Weekend
NY	Niagara Falls	<i>Niagra Sunday</i>	35,656	USA Weekend
NY	Ogdensburg	<i>Advance News</i>	9,910	Parade Magazine
NY	Olean	<i>Times Herald</i>	14,925	USA Weekend
NY	Oneida	<i>Dispatch</i>	6,770	USA Weekend
NY	Oneonta	<i>Daily Star</i>	16,229	Parade Magazine
NY	Oswego	<i>Palladium-Times</i>	6,000	USA Weekend
NY	Plattsburgh	<i>Press-Republican</i>	20,557	Parade Magazine
NY	Poughkeepsie	<i>Journal</i>	47,025	USA Weekend
NY	Rochester	<i>Democrat &amp; Chronicle</i>	219,660	USA Weekend
NY	Saranac Lake	<i>Adirondack Enterprise</i>	4,763	USA Weekend
NY	Saratoga Springs	<i>Saratogian</i>	10,638	USA Weekend
NY	Schenectady	<i>Gazette Newspapers</i>	49,449	USA Weekend
NY	Staten Island	<i>Staten Island Advance</i>	76,795	Parade Magazine
NY	Syracuse	<i>Post-Standard</i>	168,393	Parade Magazine
NY	Troy	<i>Record</i>	17,389	USA Weekend
NY	Utica	<i>Observer-Dispatch</i>	48,534	USA Weekend
NY	Watertown	<i>Times</i>	32,430	USA Weekend
NY	White Plains	<i>Journal News</i>	144,231	USA Weekend
OH	Akron	<i>Beacon Journal</i>	170,870	Parade Magazine
OH	Ashtabula	<i>Star Beacon</i>	18,478	USA Weekend

**Newspapers in Parade and USA Weekend Networks  
Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
OH	Athens	<i>Messenger</i>	11,375	USA Weekend
OH	Beavercreek	<i>News Current</i>	584	USA Weekend
OH	Belmont	<i>County Times Leader</i>	18,842	USA Weekend
OH	Bowling Green	<i>Sentinel-Tribune</i>	11,491	USA Weekend
OH	Bryan	<i>Times</i>	10,233	USA Weekend
OH	Bucyrus	<i>Telegraph-Forum</i>	6,321	USA Weekend
OH	Cambridge	<i>Jeffersonian</i>	13,075	Parade Magazine
OH	Canton	<i>Repository</i>	83,961	Parade Magazine
OH	Chillicothe	<i>Gazette</i>	14,199	USA Weekend
OH	Cincinnati	<i>Enquirer</i>	293,151	USA Weekend
OH	Circleville	<i>Herald</i>	6,690	USA Weekend
OH	Cleveland	<i>Plain Dealer</i>	450,875	Parade Magazine
OH	Columbus	<i>Dispatch</i>	352,510	USA Weekend
OH	Coshocton	<i>Tribune</i>	6,781	USA Weekend
OH	Dayton	<i>Daily News</i>	168,645	Parade Magazine
OH	Defiance	<i>Crescent News</i>	18,802	USA Weekend
OH	East Liverpool	<i>Review</i>	8,738	Parade Magazine
OH	Elyria	<i>Chronicle-Telegram</i>	24,688	Parade Magazine
OH	Fairborn	<i>Daily Herald</i>	3,457	USA Weekend
OH	Findlay	<i>Courier</i>	21,936	USA Weekend
OH	Fostoria	<i>Review Times</i>	3,632	USA Weekend
OH	Fremont	<i>News-Messenger</i>	13,121	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Gallipolis (OH) Times-Sentinel Sunday</i>	9,276	USA Weekend
OH	Gallipolis-Point Pleasant	<i>Point Pleasant (WV) Register</i>	3,886	USA Weekend
OH	Greenville	<i>Advocate</i>	6,000	USA Weekend
OH	Hamilton	<i>Journal-News</i>	22,735	Parade Magazine
OH	Hillsboro	<i>Times-Gazette</i>	4,667	USA Weekend
OH	Ironton	<i>Ironton Tribune</i>	6,167	Parade Magazine
OH	Lake County	<i>News-Herald</i>	50,087	USA Weekend
OH	Lancaster	<i>Eagle-Gazette</i>	14,082	USA Weekend
OH	Lima	<i>News</i>	40,908	USA Weekend
OH	Lisbon	<i>Morning Journal</i>	11,302	USA Weekend
OH	Logan	<i>Daily News</i>	4,184	USA Weekend
OH	Lorain	<i>Journal</i>	29,933	USA Weekend
OH	Mansfield	<i>News Journal</i>	28,402	USA Weekend
OH	Marietta	<i>Times</i>	11,919	USA Weekend
OH	Marion	<i>Star</i>	12,812	USA Weekend
OH	Medina	<i>Gazette</i>	14,865	USA Weekend
OH	Middletown	<i>Journal</i>	19,791	Parade Magazine
OH	New Philadelphia	<i>Times Reporter</i>	23,271	Parade Magazine
OH	Newark	<i>Advocate</i>	20,847	USA Weekend
OH	Norwalk	<i>Reflector</i>	9,011	USA Weekend
OH	Piqua	<i>Call</i>	6,123	USA Weekend
OH	Port Clinton	<i>News Herald</i>	5,583	USA Weekend
OH	Portage County-Kent	<i>Record Courier</i>	18,738	USA Weekend
OH	Portsmouth	<i>Daily Times</i>	11,631	Parade Magazine
OH	Salem	<i>News</i>	5,863	Parade Magazine
OH	Sandusky	<i>Register</i>	22,706	USA Weekend
OH	Sidney	<i>Daily News</i>	12,925	USA Weekend
OH	Springfield	<i>Springfield News Sun</i>	32,146	Parade Magazine
OH	Steubenville	<i>Herald-Star</i>	23,287	USA Weekend
OH	Tiffin	<i>Advertiser-Tribune</i>	10,681	USA Weekend
OH	Toledo	<i>Blade</i>	167,686	Parade Magazine

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
OH	Troy	<i>Miami Valley Sunday News</i>	10,465	USA Weekend
OH	Urbana	<i>Daily Citizen</i>	5,616	USA Weekend
OH	Van Wert	<i>Times Bulletin</i>	4,674	USA Weekend
OH	Warren	<i>Tribune Chronicle</i>	36,565	USA Weekend
OH	Washington Courthouse	<i>Record-Herald</i>	5,125	USA Weekend
OH	Wilmington	<i>News-Journal</i>	6,784	USA Weekend
OH	Wooster	<i>Record</i>	22,375	USA Weekend
OH	Xenia	<i>Gazette</i>	5,983	USA Weekend
OH	Youngstown	<i>Vindicator</i>	85,261	Parade Magazine
OH	Zanesville	<i>Times Recorder</i>	18,691	USA Weekend
OK	Ardmore	<i>Armoredite</i>	11,604	USA Weekend
OK	Bartlesville	<i>Examiner Enterprise</i>	12,745	USA Weekend
OK	Enid	<i>News &amp; Eagle</i>	18,652	USA Weekend
OK	Lawton	<i>Constitution</i>	24,517	USA Weekend
OK	McAlester	<i>News-Capital &amp; Democrat</i>	9,977	USA Weekend
OK	Muskogee	<i>Phoenix &amp; Times-Democrat</i>	17,332	USA Weekend
OK	Norman	<i>Transcript</i>	15,862	USA Weekend
OK	Oklahoma City	<i>Oklahoman</i>	287,505	Parade Magazine
OK	Shawnee	<i>News-Star</i>	10,298	USA Weekend
OK	Stillwater	<i>News Press</i>	9,210	USA Weekend
OK	Tulsa	<i>World</i>	177,652	USA Weekend
OR	Albany/Corvallis	<i>Democrat-Herald/Gazette-Times</i>	30,617	USA Weekend
OR	Bend	<i>Bulletin</i>	30,502	Parade Magazine
OR	Coos Bay-North Bend	<i>World</i>	13,537	USA Weekend
OR	Eugene	<i>Register-Guard</i>	74,583	Parade Magazine
OR	Grant's Pass	<i>Courier</i>	16,003	USA Weekend
OR	Klamath Falls	<i>Herald &amp; News</i>	16,283	Parade Magazine
OR	Medford	<i>Mail Tribune</i>	32,410	Parade Magazine
OR	Ontario	<i>Argus Observer</i>	7,739	Parade Magazine
OR	Pendleton	<i>East Oregonian</i>	9,729	Parade Magazine
OR	Portland	<i>Oregonian</i>	384,729	Parade Magazine
OR	Roseburg	<i>News-Review</i>	19,502	Parade Magazine
OR	Salem	<i>Statesman-Journal</i>	59,946	USA Weekend
PA	Allentown	<i>Morning Call</i>	150,936	Parade Magazine
PA	Altoona	<i>Mirror</i>	38,734	USA Weekend
PA	Beaver-Rochester	<i>Beaver County Times</i>	48,492	USA Weekend
PA	Bloomsburg-Berwick	<i>Press-Enterprise</i>	21,269	USA Weekend
PA	Bradford	<i>Era</i>	10,542	USA Weekend
PA	Butler	<i>Eagle</i>	30,385	USA Weekend
PA	Carlisle	<i>Sentinel</i>	14,921	USA Weekend
PA	Chambersburg	<i>Public Opinion</i>	20,582	USA Weekend
PA	Clearfield	<i>Progress</i>	11,755	USA Weekend
PA	Delaware County	<i>Times</i>	41,308	USA Weekend
PA	Doylestown	<i>The Intelligencer Record</i>	47,829	Parade Magazine
PA	DuBois	<i>Tri-County Sunday</i>	14,940	Parade Magazine
PA	Easton	<i>Express-Times</i>	48,692	USA Weekend
PA	Erie	<i>Times-News</i>	81,057	Parade Magazine
PA	Greensburg	<i>Tribune Review</i>	157,981	USA Weekend
PA	Hanover	<i>Evening Sun</i>	21,286	USA Weekend
PA	Harrisburg	<i>Patriot-News</i>	148,301	Parade Magazine
PA	Hazleton	<i>Standard-Speaker</i>	20,434	USA Weekend
PA	Indiana	<i>Gazette</i>	14,496	USA Weekend
PA	Johnstown	<i>Tribune-Democrat</i>	44,629	Parade Magazine

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
PA	Lancaster	<i>Sunday News</i>	101,028	Parade Magazine
PA	Lebanon	<i>News</i>	20,318	USA Weekend
PA	Lehighton	<i>Times News</i>	13,585	USA Weekend
PA	Levittown	<i>Bucks County Courier Times</i>	67,778	Parade Magazine
PA	Lewistown	<i>Sentinel</i>	13,558	USA Weekend
PA	Lockhaven	<i>Express</i>	9,411	USA Weekend
PA	McKeesport-Duquesne-Clarit	<i>News</i>	17,352	USA Weekend
PA	Meadville	<i>Tribune</i>	13,912	USA Weekend
PA	New Castle	<i>News</i>	17,453	USA Weekend
PA	New Kensington	<i>Valley News Dispatch</i>	28,928	USA Weekend
PA	Norristown	<i>Reporter</i>	14,078	USA Weekend
PA	Norristown	<i>Times-Herald</i>	12,636	USA Weekend
PA	Philadelphia	<i>Inquirer</i>	705,965	Parade Magazine
PA	Phoenixville	<i>Phoenix</i>	3,039	USA Weekend
PA	Pittsburgh	<i>Post Gazette</i>	373,980	Parade Magazine
PA	Pottstown	<i>Mercury</i>	24,841	USA Weekend
PA	Pottsville	<i>Republican &amp; Herald</i>	36,917	USA Weekend
PA	Reading	<i>Eagle</i>	84,730	Parade Magazine
PA	Scranton	<i>Sunday Times</i>	71,030	USA Weekend
PA	Scranton	<i>Times</i>	71,030	Parade Magazine
PA	Somerset	<i>American</i>	14,232	USA Weekend
PA	State College- Bellefonte	<i>Centre Daily Times</i>	33,655	Parade Magazine
PA	Stroudsburg	<i>Pocono Record</i>	25,034	Parade Magazine
PA	Sunbury	<i>Item</i>	25,567	Parade Magazine
PA	Towanda	<i>Review</i>	9,530	Parade Magazine
PA	Towanda	<i>Sunday Review</i>	9,530	USA Weekend
PA	Uniontown	<i>Herald-Standard</i>	27,558	Parade Magazine
PA	Warren	<i>Times Observer</i>	10,848	USA Weekend
PA	Washington	<i>Observer-Reporter</i>	35,777	USA Weekend
PA	West Chester	<i>Local News</i>	27,416	USA Weekend
PA	Wilkes-Barre	<i>Citizens' Voice</i>	30,998	USA Weekend
PA	Wilkes-Barre	<i>Times Leader</i>	32,761	Parade Magazine
PA	Williamsport	<i>Sun-Gazette</i>	53,862	Parade Magazine
PA	York	<i>Record</i>	90,651	USA Weekend
PA		<i>The Herald</i>	20,930	Parade Magazine
RI	Newport	<i>News</i>	11,873	USA Weekend
RI	Pawtucket-Central Falls	<i>Times</i>	8,960	USA Weekend
RI	Providence	<i>Journal</i>	218,388	Parade Magazine
RI	West Warwick	<i>Kent County Times</i>	3,285	USA Weekend
RI	Westerly	<i>Sun</i>	8,801	USA Weekend
RI	Woonsocket	<i>Call</i>	15,319	USA Weekend
SC	Aiken	<i>Standard</i>	16,100	USA Weekend
SC	Anderson	<i>Independent-Mail</i>	41,048	Parade Magazine
SC	Beaufort	<i>Gazette</i>	11,505	Parade Magazine
SC	Bluffton	<i>Today</i>	16,439	USA Weekend
SC	Charleston	<i>Post, Courier</i>	111,273	Parade Magazine
SC	Columbia	<i>State</i>	140,362	Parade Magazine
SC	Florence	<i>News</i>	34,383	USA Weekend
SC	Greenville	<i>News</i>	114,312	USA Weekend
SC	Greenwood	<i>Index-Journal</i>	15,141	Parade Magazine
SC	Hilton Head Island	<i>Island Packet</i>	20,744	Parade Magazine
SC	Myrtle Beach	<i>Sun News</i>	62,050	Parade Magazine
SC	Orangeburg	<i>Times &amp; Democrat</i>	17,751	USA Weekend

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
SC	Rock Hill	<i>Herald</i>	33,460	USA Weekend
SC	Spartanburg	<i>Herald-Journal</i>	55,082	Parade Magazine
SC	Sumter	<i>Item</i>	19,769	Parade Magazine
SD	Aberdeen	<i>American News</i>	16,140	USA Weekend
SD	Huron	<i>Plainsman</i>	6,922	Parade Magazine
SD	Rapid City	<i>Journal</i>	33,782	Parade Magazine
SD	Sioux Falls	<i>Argus Leader</i>	75,286	USA Weekend
SD	Watertown	<i>Public Opinion</i>	12,827	USA Weekend
SD	Yankton	<i>Press &amp; Dakotan</i>	7,751	USA Weekend
TN	Athens	<i>Post-Athenian</i>	11,985	USA Weekend
TN	Chattanooga	<i>Free Press Times</i>	97,907	Parade Magazine
TN	Clarksville	<i>Leaf-Chronicle</i>	26,486	USA Weekend
TN	Cleveland	<i>Banner</i>	15,368	USA Weekend
TN	Columbia	<i>Herald</i>	12,337	USA Weekend
TN	Cookeville	<i>Herald-Citizen</i>	13,715	Parade Magazine
TN	Dyersburg	<i>Gazette</i>	5,677	Parade Magazine
TN	Jackson	<i>Sun</i>	40,106	USA Weekend
TN	Johnson City	<i>Johnson City Press</i>	33,608	Parade Magazine
TN	Kingsport	<i>Times-News</i>	42,867	USA Weekend
TN	Knoxville	<i>News-Sentinel</i>	152,945	Parade Magazine
TN	Lebanon	<i>Democrat</i>	9,200	USA Weekend
TN	Maryville-Alcoa	<i>Times</i>	21,451	USA Weekend
TN	Memphis	<i>Commercial Appeal</i>	216,705	Parade Magazine
TN	Morristown	<i>Citizen Tribune</i>	24,028	Parade Magazine
TN	Murfreesboro	<i>News Journal</i>	19,059	USA Weekend
TN	Nashville	<i>Tennessean</i>	236,563	USA Weekend
TN	Newport	<i>Plain Talk</i>	7,350	Parade Magazine
TN	Oak Ridge	<i>Oak Ridger</i>	7,469	USA Weekend
TN	Sevierville	<i>Mountain Press</i>	8,456	USA Weekend
TN	Shelbyville	<i>Times-Gazette</i>	6,725	Parade Magazine
TN	Tullahoma	<i>Sunday News</i>	10,400	Parade Magazine
TX	Abilene	<i>Reporter-News</i>	40,279	Parade Magazine
TX	Amarillo	<i>Globe-News</i>	62,829	USA Weekend
TX	Austin	<i>American-Statesman</i>	228,619	Parade Magazine
TX	Baytown	<i>Sun</i>	9,088	USA Weekend
TX	Beaumont	<i>Enterprise</i>	56,179	Parade Magazine
TX	Brownsville-Harlingen	<i>Brownsville Herald</i>	17,047	Parade Magazine
TX	Brownwood	<i>Bulletin</i>	7,150	Parade Magazine
TX	Bryan-College Station	<i>Eagle</i>	25,164	USA Weekend
TX	Clute	<i>Brazosport Facts</i>	17,220	USA Weekend
TX	Conroe	<i>Courier</i>	11,960	USA Weekend
TX	Corpus Christi	<i>Caller-Times</i>	73,367	Parade Magazine
TX	Corsicana	<i>Sun</i>	6,069	USA Weekend
TX	Dallas	<i>Morning News</i>	649,709	Parade Magazine
TX	Del Rio	<i>News-Herald</i>	5,207	Parade Magazine
TX	Denton	<i>Record-Chronicle</i>	16,888	USA Weekend
TX	El Paso	<i>El Diario</i>	9,558	Parade Magazine
TX	El Paso	<i>Times</i>	85,654	USA Weekend
TX	Fort Worth	<i>Fort Worth Star-Telegram</i>	322,824	Parade Magazine
TX	Galveston	<i>County News</i>	27,761	USA Weekend
TX	Greenville	<i>Herald-Banner</i>	7,610	USA Weekend
TX	Harlingen	<i>Valley Morning Star</i>	25,080	Parade Magazine
TX	Houston	<i>Chronicle</i>	692,557	Parade Magazine

**Newspapers in Parade and USA Weekend Networks**  
**Exhibit 2**

<b>State</b>	<b>City</b>	<b>Newspaper</b>	<b>Circulation</b>	<b>Sunday Magazine</b>
TX	Kerrville	<i>Times</i>	11,078	Parade Magazine
TX	Killeen	<i>Herald</i>	24,382	USA Weekend
TX	Laredo	<i>Times</i>	22,634	USA Weekend
TX	Longview	<i>News-Journal</i>	34,627	Parade Magazine
TX	Lubbock	<i>Avalanche-Journal</i>	59,781	USA Weekend
TX	Lufkin	<i>News</i>	17,000	Parade Magazine
TX	Marshall	<i>News Messenger</i>	7,224	Parade Magazine
TX	McAllen	<i>Monitor</i>	53,715	USA Weekend
TX	McKinney	<i>Courier-Gazette</i>	5,704	USA Weekend
TX	Midland	<i>Reporter-Telegram</i>	23,435	USA Weekend
TX	Nacogdoches	<i>Daily Sentinel</i>	11,000	Parade Magazine
TX	New Braunfels	<i>Herald-Zeitung</i>	9,490	USA Weekend
TX	Odessa	<i>American</i>	26,763	Parade Magazine
TX	Orange	<i>Leader</i>	5,455	USA Weekend
TX	Paris	<i>News</i>	12,293	Parade Magazine
TX	Plain View	<i>Daily Herald</i>	5,973	Parade Magazine
TX	Plano	<i>Star Courier</i>	2,571	USA Weekend
TX	Port Arthur	<i>News</i>	13,659	USA Weekend
TX	San Angelo	<i>Standard-Times</i>	30,032	Parade Magazine
TX	San Antonio	<i>Express-News</i>	342,709	Parade Magazine
TX	Sherman-Denison	<i>Herald Democrat</i>	23,084	USA Weekend
TX	Temple	<i>Daily Telegram</i>	22,794	Parade Magazine
TX	Texarkana	<i>Gazette</i>	32,633	USA Weekend
TX	Tyler	<i>Courier-Times--Telegraph</i>	44,863	Parade Magazine
TX	Victoria	<i>Advocate</i>	35,564	Parade Magazine
TX	Waco	<i>Tribune-Herald</i>	46,467	Parade Magazine
TX	Wichita Falls	<i>Times Record News</i>	34,756	Parade Magazine
UT	Logan	<i>Herald Journal</i>	15,776	Parade Magazine
UT	Ogden	<i>Standard-Examiner</i>	63,199	USA Weekend
UT	Provo	<i>Herald</i>	38,380	USA Weekend
UT	Salt Lake City	<i>Tribune &amp; Deseret News</i>	228,001	Parade Magazine
UT	St. George	<i>Spectrum</i>	25,037	USA Weekend
VA	Bristol	<i>Herald Courier</i>	41,318	USA Weekend
VA	Charlottesville	<i>Progress</i>	32,924	USA Weekend
VA	Culpepper	<i>Star-Exponent</i>	7,466	USA Weekend
VA	Danville	<i>Register &amp; Bee</i>	23,858	USA Weekend
VA	Fredericksburg	<i>Free Lance-Star</i>	51,234	USA Weekend
VA	Harrisonburg	<i>News Record</i>	31,564	USA Weekend
VA	Lynchburgh	<i>News &amp; Advance</i>	42,231	USA Weekend
VA	Martinsville	<i>Bulletin</i>	19,153	Parade Magazine
VA	Newport News- Hampton	<i>News/Daily Press</i>	112,042	Parade Magazine
VA	Norfolk	<i>Virginian-Pilot</i>	225,730	Parade Magazine
VA	Petersburg	<i>Progress-Index</i>	14,714	Parade Magazine
VA	Richmond	<i>Times-Dispatch</i>	219,595	Parade Magazine
VA	Roanoke	<i>Times</i>	104,716	Parade Magazine
VA	Staunton	<i>News Leader</i>	20,477	USA Weekend
VA	Strasburg	<i>Northern Virginia Daily</i>	16,088	USA Weekend
VA	Suffolk	<i>News-Herald</i>	4,073	USA Weekend
VA	Waynesboro	<i>News-Virginian</i>	7,067	USA Weekend
VA	Winchester	<i>Star</i>	25,019	USA Weekend
VA	Woodbridge-Manassas	<i>Potomac News &amp; Journal Messenger</i>	21,864	USA Weekend
VT	Bennington	<i>Banner</i>	7,774	USA Weekend
VT	Brattleboro	<i>Reformer</i>	10,597	USA Weekend



# EXHIBIT 3



**KINSELLA/NOVAK COMMUNICATIONS**  
**FIRST DATABANK**  
**NOTICE SCHEDULE BASED ON COURT APPROVAL BY OCTOBER 27, 2006**

PUBLICATION (ISSUE DATE)	December				January					February			
	4	11	18	25	1	8	15	22	29	5	12	19	26
<b>National Newspaper</b>													
<i>Parade</i> (1/14/07, 1/21/07)													
<i>USA Weekend</i> (1/14/07, 1/21/07)													
<i>Vista</i> (Jan/Feb)													
<b>Consumer Magazines</b>													
<i>Better Homes &amp; Gardens</i> (February)													
<i>Ebony</i> (February)													
<i>Family Circle</i> (February)													
<i>Newsweek</i> (1/22/07, 1/29/07)													
<i>Parents</i> (February)													
<i>People</i> (1/22/07, 1/29/07, 2/5/07)													
<i>US News &amp; World Report</i> (1/22/07, 1/29/07, 2/12/07)													
<b>National Newspaper</b>													
<i>USA Today</i> (wk of 1/8/07)													
<i>Wall Street Journal</i> (1/10/07)													
<b>Trade Magazines</b>													
<i>HR Magazine</i> (January)													
<i>National Underwriter</i> (1/8/07)													

The solid colored boxes represent the on-sale/mail date for each publication.

The shaded boxes represent the shelf-life period for each publication.

# EXHIBIT 4

UNITED STATES DISTRICT COURT – DISTRICT OF MASSACHUSETTS

**If You Are a Consumer  
Who Paid For All or Part of the Cost  
of Prescription Drugs,**

**A Proposed Class Action Settlement May Affect Your Rights**

There is a Proposed Settlement with First DataBank (“FDB”), one of the Defendants in a class action lawsuit pending in the U.S. District Court for the District of Massachusetts. The name of the lawsuit is *New England Carpenters Health Benefits Fund v. First DataBank, Inc.*, No. 1:05-CV-11148-PBS.

**What is the Class Action Lawsuit About?**

FDB is a Defendant publisher that publishes data related to the prices of prescription pharmaceuticals in its printed and electronic databases including the Book Average Wholesale Price (“BBAWP”) of each pharmaceutical. Pharmaceutical manufacturers often report the Wholesale Acquisition Cost (“WAC”) to FDB. FDB then applies a markup factor to the WAC to derive the BBAWP reported in its publications and databases. The published BBAWP of a drug is often used to determine: a.) what insurance companies and Third-Party Payors (“TPPs”) will reimburse for these drugs, b.) the amount of co-payments for consumers who pay a percentage co-pay, and c.) the price paid by consumers who pay the full price of drugs at pharmacies.

The lawsuit claims that in or about 2001 FDB and a large pharmaceutical wholesaler, McKesson, wrongfully inflated the markup factor used to determine the BBAWP that applies to numerous prescription pharmaceuticals. Plaintiffs allege that as a result, consumers, insurers and other TPPs and some consumers paid more for these drugs than they otherwise would have from 2001 forward. McKesson has not agreed to settle these claims and remains a Defendant in the lawsuit.

**Who is a Member of the Private Payor Class?**

The Class consists of all individual persons or entities that made purchases and/or paid, whether directly, indirectly, or by reimbursement, for all or part of the purchase price of certain prescription pharmaceuticals.

- The purchases must have been made from January 1, 2000 through the date the Court enters a Final Order and Judgment in the Class Action.
- Any part of the purchase price, reimbursement or payment amount must have been based the BBAWP or similar data published or disseminated by FDB, electronically or otherwise.

**UNITED STATES DISTRICT COURT – DISTRICT OF MASSACHUSETTS**

**If You Are a Third-Party Payor Who Paid for  
All or Part of the Cost of Prescription Drugs  
Based on AWP's and BBAWP's  
Reported by First Databank,**

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